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Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

Z MODELING AGENCY, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Z MODELING AGENCY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of corporation is:

Z MODELING AGENCY, INC.
6770 Via Regina
Boca Raton, Florida 33433-3926

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ARTICLE II

PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

(b) To engage in any and all lawful acts or activities related to any of the above.

Prepared by:
Ann Marie Ratner, Esquire
3520 West Broward Blvd. Suite 117
Fort Lauderdale, Florida 33312-1029
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ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is 100 shares of common stock, having a nominal or par value of \$1.00 per share.

ARTICLE IV

TERM

This corporation shall have perpetual existence, commencing upon the following Articles.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be Melanie Ziskend and the Registered Office shall be located at 6770 Via Regina, Boca Raton, Florida 33433-3926 or such place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VI

DIRECTORS

This corporation shall have not less than 1 nor more than 3 directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

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NAME

MELANIE ZISKEND

STREET ADDRESS

6770 Via Regina, Boca Raton, Fla. 33433-3926

ARTICLE VII

SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation is: MELANIE ZISKEND, 6770 VIA REGINA, BOCA RATON, FL. 33433-3926

ARTICLE VIII

SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

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When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

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ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal at Broward County,
Florida this 14 day of December, 1998.

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

x Melanee Ziegler (SEAL)

The foregoing instrument was acknowledged before me this 14 day of December, 1998,
by Melanie Ziegler who is personally known to me or who has produced a valid Driver's
License as identification and who did/did not take an oath and who executed the foregoing Articles
of Incorporation of Z MODELING AGENCY, LTD. and she acknowledged she signed and executed
same for the purposes therein set forth.

Ann Marie Ratner
Notary Public

My Commission Expires:



Name

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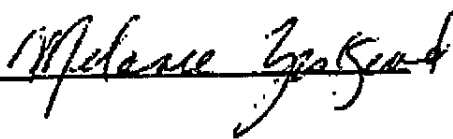
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that Z MODELING AGENCY, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named MELANIE ZISKEND located at 6770 Via Regina, Boca Raton, Fla. 33433-3926, County of Palm Beach State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



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