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ROBERT A. LAWRENCE
ATTORNEY AT LAW

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January 11, 1999

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-01/15/99--01068--016
*****78.75 *****78.75

Re: Corporation Filing for Model Millennium, Inc.


Dear Sir or Madam,

On behalf of my client, enclosed please find the papers for the incorporation of a new firm, Model Millennium, Incorporated.. As required I have forwarded a notarized copy of the Articles of Incorporation, an extra copy, my client's check in the amount of \$78.75 and a Certificate designating my law firm as the Registered Agent for the corporation.

The check includes \$35.00 for the Filing Fee, \$35.00 for the Registered Agent Fee and \$8.75 for a Certified Copy.

Please forward all correspondence to my office at the above address. Thank you for your assistance in this matter.

Sincerely,


Robert Lawrence, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 AM 8:55

1-21
WS

CERTIFICATE OF INCORPORATION
of
MODEL MILLENNIUM, INCORPORATED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 AM 8:55

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida by and under the provisions of the Statutes of the State of Florida..

ARTICLE I

The name of this corporation shall be MODEL MILLENNIUM

ARTICLE II

The corporation may engage in model management and convention service, as well as , any other legal business activity permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock, having a par value of one dollar (\$1.00) per share.

ARTICLE IV

The amount of shares of capital with which this corporation will begin business shall be the sum of no less than five hundred (\$500.00) dollars.

ARTICLE V

The corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

2321 Hollywood Boulevard, Hollywood, Florida 33020

ARTICLE VII

The number of Board of Directors of this Corporation shall be no less than one (1).

ARTICLE VIII

The name and street address of the member(s) of the first Board of directors of this Corporation are as follows:

Madeline Andrews, 11115 NW 46th Drive, Coral Springs, Florida 33076

ARTICLE IX

The name and address of the persons signing these Articles of Incorporation as incorporator is as follows:

Madeline Andrews, 11115 NW 46th Drive, Coral Springs, Florida 33076

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS THEREOF, the undersigned, Madeline Andrews, being a natural person competent to contract, have hereunto set her hand and seals this 10th day of January, 1999.


Madeline Andrews, Incorporator

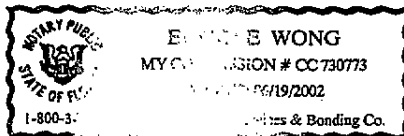
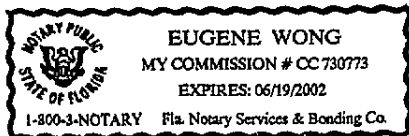
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Madeline Andrews known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 11th day of January, 1999.


Notary Public, State of Florida

My commission expires :



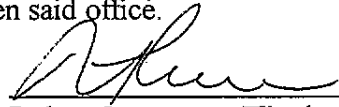
**CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Model Millennium, Inc. desiring to organize under the laws of the State of Florida with its principal offices as stated in the Articles of Incorporation, in the City of Hollywood, County of Broward, State of Florida has named Robert Lawrence, Esquire, located at 350 Fairway Drive, Suite 101, Deerfield Beach, Florida 33441, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

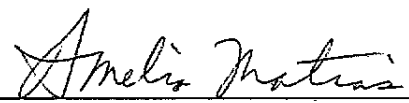

Robert Lawrence, Esquire
January 11, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 AM 8:55

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Robert Lawrence known to me to be the individual described herein and who executed the foregoing document, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 12th day of January, 1999.


Notary Public, State of Florida

My commission expires :

