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ACCOUNT NO. : 072100000032

REFERENCE : 189360 7171053

AUTHORIZATION :

*Patricia Pijet*

COST LIMIT : \$ 78.75

ORDER DATE : March 31, 1999

ORDER TIME : 10:15 AM

ORDER NO. : 189360-005

700002825117--4

CUSTOMER NO: 7171053

CUSTOMER: Stephanie Rogers, President  
A.D.M.S. & ASSOCIATES, INC.  
A.D.M.S. & ASSOCIATES, INC.  
P.O. Box 80-0438

Miami, FL 33180-0438

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: MODEL & TALENT SCOUTS  
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*J 3/31/99*

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DIVISION OF CORPORATIONS  
99 MAR 31 PM 1:43

**ARTICLES OF INCORPORATION**  
**OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 31 PM 1:43

**MODEL & TALENT SCOUTS INTERNATIONAL, INC.**

I, the undersigned, hereby associate myself 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 providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE - I**

The name of the corporation shall be:

**MODEL & TALENT SCOUTS INTERNATIONAL, INC.**

**ARTICLE - II**

The general nature and purpose of the business is to provide photography, modeling and the like and assistance to the public which are permitted under the laws of the United States and this State.

**ARTICLE - III**

The maximum shares of stock that the corporation is authorized to have outstanding at any time are One Hundred (100) Shares of stock at no par value.

**ARTICLE - IV**

The amount of capital with which the corporation will begin business shall not be less than One Hundred (\$100.00) Dollars.

**ARTICLE - VI**

The place of business as well as the principal office of this corporation shall be 1440 John F. Kennedy Causeway, Suite 1424, North Bay Village, Florida 33141, and it may have such other places

of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside of the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in any of the said places of business.

#### **ARTICLE - VII**

The Business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the Corporation.

#### **ARTICLE - VIII**

The Officers and Directors of this Corporation are governed by Florida Statutes under Subchapter "S" and shall be protected through said provision.

#### **ARTICLE - IX**

The Business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the Corporation. The following subscriber shall also be the initial officer and director of the corporation, and they are as follows:

##### **OFFICER**

##### **TITLE**

##### **ADDRESS**

ELIO

ALAIN MORA

President  
Treasurer  
Director

1440 John F. Kennedy Causeway  
Suite 1424  
North Bay Village, FL 33141

#### **ARTICLE - X**

The Member(s) of the Board of Directors, or any Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, if used.

IN WITNESS WHEREOF, we have here subscribed our hands and seals this 3<sup>rd</sup> day of  
December, 1998.

  
ELIA ALAIN MORA

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

I, STEPHANIE ROGERS, President of A.D.M.S. & ASSOCIATES, INC., having been  
elected to serve as Registered Agent to accept service of process on behalf of the above stated  
corporation, at the place designated in this certificate, and I hereby agree to act in such capacity and  
further agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

A.D.M.S. & ASSOCIATES, INC.  
Registered Agent

By: 

Stephanie Rogers, President  
17027 West Dixie Highway  
Suite 101  
North Miami Beach, FL 33160  
Telephone No. (305) 919-9277

DATED: 12/3/98

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