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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
99 MAY 13 AM 8:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

DISCOVERY INTERNATIONAL MODELING AND TALENT AGENCY,

att: BEACKY (B)

Certificate of Status	0
Certified Copy	1
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B. McKnight MAY 14 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 13, 1999

FAS-T CORP

SUBJECT: DISCOVERY INTERNATIONAL MODELING AND TALENT AGENCY, INC.
REF: W99000011212

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Letter Number: 699A00026326

ARTICLES OF INCORPORATION
OF
DISCOVERY INTERNATIONAL MODELING
AND TALENT AGENCY, INC.

Article I
Name

The name of this corporation is Discovery International Modeling and Talent Agency, Inc.

Article II
Principal Office Address

The principal office of the Corporation is located at: Discovery International Modeling and Talent Agency, Inc., c/o Chandler R. Finley, 710 Washington Avenue, Suite #4, Miami Beach, Florida 33139.

Article III
Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with no par value.

Article IV
Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY

FINLEY & ASSOCIATES, P.A.
THE IMMIGRATION OFFICE
1645 PALM BEACH LAKES BLVD #520
WEST PALM BEACH, FL 33401-2215
(561) 478-9930

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TALLAHASSEE, FLORIDA

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Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 710 Washington Avenue, Suite #4, Miami Beach, Florida, 33139 and the name of the initial registered agent of this corporation at that office is Chandler R. Finley, Esq.

Article VI
Incorporator

The name and address of the person signing these Articles is:

Name:	Address:
Aviv Dotan	c/o Finley & Associates, P.A. 710 Washington Avenue, Suite #4 Miami Beach, FL 33139

Article VII
Initial Board of Directors

This corporation shall have at least one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Name:	Address:
Aviv Dotan	c/o Finley & Associates, P.A. 710 Washington Avenue, Suite #4 Miami Beach, FL 33139

PREPARED BY

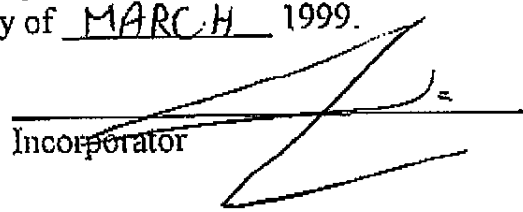
FINLEY & ASSOCIATES, P.A.
INCORPORATORS
1645 PALM BEACH LANE, SUITE #520
WEST PALM BEACH, FL 33401-2215
(561) 478-9930

Article VIII
Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of MARCH 1999.

Incorporator



PREPARED BY

FINLEY & ASSOCIATES, P.A.
INCORPORATION ATTORNEYS
1640 PALM BEACH LANE, SUITE 520
WEST PALM BEACH, FL 33401-2215
(561) 478-9930

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

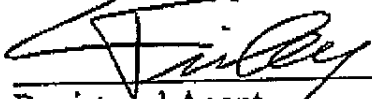
1. The name of the Corporation is:

DISCOVERY INTERNATIONAL MODELING AND TALENT
AGENCY, INC.

2. The name and address of the registered agent and office is:

Chandler R. Finley, Esquire
Finley & Associates, P.A.
710 Washington Avenue, Suite #
Miami Beach, FL 33139

The undersigned, Chandler R. Finley, Registered Agent, hereby accepts the designation of themselves as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.



Registered Agent

prepared by

FINLEY & ASSOCIATES, P.A.
1640 PALM BEACH LANE, SUITE #520
WEST PALM BEACH, FL 33401-2215
(561) 478-9930

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