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LAW OFFICES OF
BRUCE J. GOLDMAN⁹⁹

City National Bank Building
Suite 404
2701 Le Jeune Road
Coral Gables, Florida 33134
Tel. (305) 446-6460
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FILED
NOV 15 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 10, 1999

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Via Federal Express

Re: Modelbytes.com, Inc.

300003044623--8
-11/15/99--01127--016
****122.50 ****18.75

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for Modelbytes.com, Inc. Enclosed, as well, is our \$122.50 check for the following:

Registered Agent Designation	\$35.00
Filing Fees	\$35.00
Certified Copy	<u>\$52.50</u>
	\$122.50

Upon your receipt and filing of the documents, please send me a certified copy.

Thank you for your cooperation.

Sincerely yours,


Bruce J. Goldman

BJG/mv
Enclosures

cc: Mrs. Beverly Sage (with encs.)

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ARTICLES OF INCORPORATION
OF
MODELBYTES.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the Corporation is Modelbytes.com, Inc.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act;
2. To engage in the management and development of a modeling agency specializing in the rendition of services through the internet; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

City National Bank Building
2701 Le Jeune Road, Suite 404
Coral Gables, Florida 33134

The name of the registered agent at such address is:

Bruce J. Goldman

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

1688 Meridian Avenue, Suite 500
Miami Beach, Florida 33139

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the sole member of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
BEVERLY W. SAGE	1688 Meridian Avenue, Suite 500 Miami Beach, Florida 33139

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce J. Goldman	City National Bank Building 2701 Le Jeune Road, Suite 404 Coral Gables, Florida 33134

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of November 1999.



BRUCE J. GOLDMAN

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

MODELBYTES.COM, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF

MIAMI BEACH, STATE OF FLORIDA,
(CITY) (STATE)

HAS NAMED BRUCE J. GOLDMAN, LOCATED AT
(NAME OF REGISTERED AGENT)

CITY NATIONAL BANK BUILDING, 2701 LE JEUNE ROAD, STE. 404,
(STREET ADDRESS AND NAME OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS.

SIGNATURE 
BRUCE J. GOLDMAN

TITLE INCORPORATOR
(CORPORATE OFFICER)

DATE 11/10/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
BRUCE J. GOLDMAN, REGISTERED AGENT

DATE 11/10/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA