BRUCE J. GOLDMAN 99 NOV 15 PM 4: 20

City National Bank Building Suite 404 2701 Le Jeune Road Coral Gables, Florida 33134 Tel. (305) 446-6460 Fax (305) 446-7502

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.

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 \$52.50 \$122.50

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

Thank you for your cooperation.

Sincerely yours,

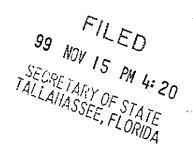
Bruce J. Goldman

BJG/mv Enclosures

cc: Mrs. Beverly Sage (with encs.)

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# ARTICLES OF INCORPORATION OF MODELBYTES.COM, INC.



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

#### ARTICLE I

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:

NAME

ADDRESS

BEVERLY W. SAGE

1688 Meridian Avenue, Suite 500 Miami Beach, Florida 33139

### ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

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.

BRÚCE J. GOLDMAN

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#### 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:
MODEL DVTPC COM TNC
MODELBYTES.COM, INC. (NAME OF CORPORATION)
(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)
CITURE NAME ON A CONTROL OF STREET O
CITY NATIONAL BANK BUILDING, 2701 LE JEUNE ROAD, STE. 404,
(STREET ADDRESS AND NAME OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)
CITY OFCORAL GABLES , STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS.
SERVICE OF PROCESS.
f /
SIGNATURE
BRUCE J. GOLDMAN
TITLEINCORPORATOR
(CORPORATE OFFICER)
DATE (((o ( 9 9
DATE(('(') [ 'Y ']
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
·
COMPLETE PERFORMANCE OF MY DUTIES.
SIGNATURE
BRUCE J. GOLDMAN, REGISTERED AGENT
11/10/99
DATE
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