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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

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-12/09/99--01049--001

\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Incorporation of Luxury Modeling, Inc.

I enclose an original and one copy of the Articles of Incorporation for Luxury Modeling, Inc. and a check in the amount of \$ 78.75 for the filing fee/certified copy of the Articles of Incorporation.

From: Anthony E. Frye  
1421 Windorah Way Apt. F  
West Palm Beach, Fl. 33411  
(561) 963-0070

D. BROWN DEC 10 1999

ARTICLES OF INCORPORATION  
OF  
LUXURY MODELING, INC.

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I, the undersigned subscriber to these Articles of Incorporation, being a person competent to contract, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE I - NAME

The name of this corporation shall be LUXURY MODELING, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is two hundred (200) shares of common stock, of one dollar (\$1.00) par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than two hundred dollars (\$200.00).

ARTICLES V - TERM OF EXISTENCE

The Corporation is to have perpetual existence.

#### ARTICLES VI - ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

4290 10TH AVE. SUITE # 104  
LAKE WORTH, FL. 33461

The Board of Directors may from time to time move the principal office to any other address in Florida. The Corporation shall have the power to transact business in any other place or places, both within and without the State of Florida, and throughout the world. The annual meeting of stockholders shall be held at the place designated by the Board of Directors.

#### ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have three director(s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders, but shall never be less than one. The names and addresses of the initial directors of the Corporation is:

ANTHONY E. FRYE	MARIA A. FRYE	KIRT PUTMAN
1421 WINDORAH WAY APT. F	1421 WINDORAH WAY APT. F	1421 WINDORAH WAY APT. F
WEST PALM BEACH, FL. 33411	WEST PALM BEACH, FL. 33411	WEST PALM BEACH, FL. 33411

#### ARTICLE VIII - INCORPORATOR AND REGISTERED AGENT

The name and address of the subscriber to these Articles of Incorporation and registered agent is:

ANTHONY E. FRYE  
1421 WINDORAH WAY APT. F  
WEST PALM BEACH, FL. 33411

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

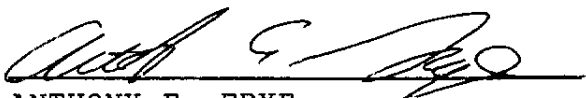
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ARTICLE XI - SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - REGISTERED AGENT

I hereby accept the provisions of these Articles of Incorporation as registered agent. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



ANTHONY E. FRYE  
1421 WINDORAH WAY APT. F  
WEST PALM BEACH, FL. 33411

I, the undersigned Incorporator, have hereunto set my hand and signature this seventh day of December, 1999 for the purpose of forming this Corporation under the laws of the State of Florida and I hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



ANTHONY E. FRYE

DATE 12/7/99