

Articles of Organization

of

Models Today, LLC

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LAOO

Trey Grayson

Secretary of State

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Fee Receipt: \$40.00

The undersigned hereby forms and organizes a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company:

Article I

The name of the limited liability company is:

Models Today, LLC

Article II

The name and street address of the registered agent and the individual designated as the manager of Model Today, LLC is:

Mr. Russell Claxon
7228 Briscoe Vista Way
Louisville, Kentucky 40228

The registered office and agent may be changes as provided by law, without amendment of these Articles.

Article III

The mailing address of the initial principal place of business of the limited liability company is:

Box 5503
Louisville, Kentucky 40255

Article IV

The limited liability company shall be managed by its members. The initial member is: Russell Claxon. The purpose of this Limited Liability Company is to recruit and promote fashion models for profit.

Article V

The duration of the limited liability company shall be perpetual, save and until its dissolution in accord with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company. This limited liability company is formed with one (1) initial member.

Article VI

The management of the limited liability company is reserved to the members, to be exercised in accordance with the operating agreement of this Limited Liability Company.

Article VII

Except as otherwise provided by Kentucky Law, no member, manager, agent or employee of this Limited Liability Company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise, or for the acts or omissions of other member, manager, agent or employee of the limited liability company.

Further, the private property of the members of this Limited Liability Company shall **not** be subject to payment of the debts of the Limited Liability Company.

8/23/06
Date

Russell Claxon
Russell Claxon, Managing Member
Models Today, LLC

STATE OF KENTUCKY)
 §
COUNTY OF JEFFERSON)

On the 23 day of August, 2006, Russell Claxon personally appeared before me and produced to me, in my office in Jefferson County, Kentucky, the within Article of Organization of Models Today, LLC, and acknowledges the same to be his act and deed for the use and purposes therein stated.

My commission expires:

Feb. 26, 2008

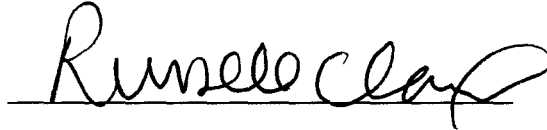
Christal J. Welser
NOTARY PUBLIC, State At Large

This Instrument Prepared by:

Wallace N. Rogers
WALLACE N. ROGERS
KRUGER, SCHWARTZ & MORREAU
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6040 Dutchmans La.
Louisville, Ky. 40205
(502) 485 - 9200

**CONSENT TO SERVE AS
INITIAL REGISTERED AGENT**

The undersigned, Russell Claxon, of Models Today LLC, hereby consents to serve as the initial registered agent of Models Today, Limited Liability Company.



Russell Claxon

STATE OF KENTUCKY)
 §
COUNTY OF JEFFERSON)

On the 23 day of August, 2006, Russell Claxon personally appeared before me and produced to me, in my office in Jefferson County, Kentucky, the within Consent to Serve As Initial Registered Agent of Models Today, LLC, and acknowledges the same to be his act and deed for the use and purposes therein stated.

My commission expires:

Feb. 26, 2008



NOTARY PUBLIC, State At Large