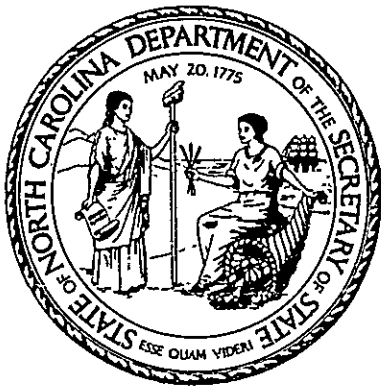


Glaze Box



62



State of North Carolina

Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

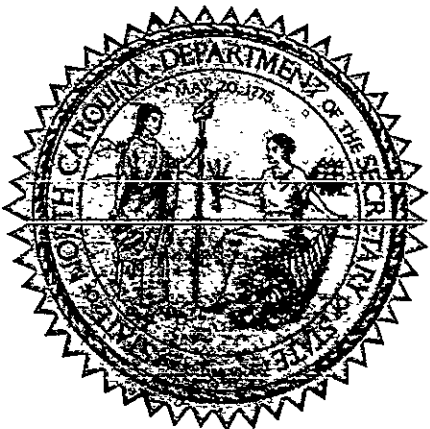
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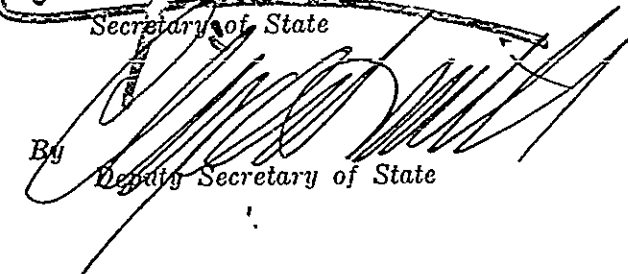
Q, INC.

and the probates thereon, the original of which was filed in this office on the 21st day of June 19 82, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 21st day of June in the year of our Lord 19 82




Secretary of State

By
Deputy Secretary of State

BOOK 1366P0098

FILED

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THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF
Q, INC.

The undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina:

1. The name of the corporation is Q, Inc.
2. The period of duration of the corporation is perpetual.
3. The purposes for which the corporation is organized are:
 - (a) to carry on the business of a modelling agency, including representing models seeking employment; and
 - (b) to engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina, and nothing contained herein shall in any way limit or restrict or take away from this corporation the general powers granted to it under and by virtue of the provisions of Chapter 55 of the General Statutes of North Carolina and the several amendments thereto.
4. The corporation shall have the authority to issue One Hundred Thousand (100,000) shares of common stock with a par value of One Dollar (\$1.00) per share.
5. The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is One Dollar (\$1.00) in cash or property of equivalent value.
6. The shareholders of the corporation shall have the preemptive right to acquire additional or treasury shares of the corporation.

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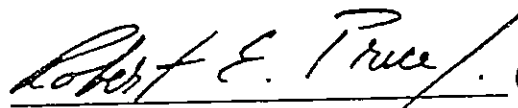
7. The initial registered office of the corporation shall be located at 820 West Fourth Street, Winston-Salem, Forsyth County, North Carolina 27102, and the name of its initial registered agent at such address is Neal L. Brown.

8. The number of directors of this corporation constituting the Board of Directors shall be as set forth in the bylaws, but shall not be less than three (3) unless there are fewer than three (3) shareholders of the corporation, in which event the number of directors may be the same as the number of shareholders. Upon its organization, the number of directors constituting the initial Board of Directors shall be three (3), and the name and address of such persons who are to serve as directors until the first meeting of shareholders or until successors shall be duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Neal L. Brown	820 West Fourth Street Winston-Salem North Carolina 27102
Steve R. Howell	820 West Fourth Street Winston-Salem North Carolina 27102
Robyn F. Howell	820 West Fourth Street Winston-Salem North Carolina 27102

9. The name and address of the incorporator are Robert E. Price, Jr., 1001 West Fourth Street, Winston-Salem, North Carolina 27101.

IN WITNESS WHEREOF, I have hereunto set my hand this the 18th day of June, 1982.

 (Seal)
Robert E. Price, Jr.

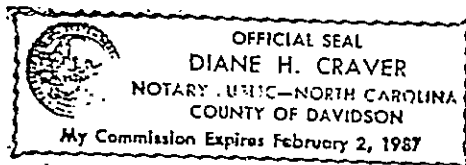
STATE OF NORTH CAROLINA)
)
COUNTY OF FORSYTH)

I, Diane H. Craver, a notary public, do hereby certify that Robert E. Price, Jr. personally appeared before me this 18th day of June, 1982, and acknowledged the due execution of the foregoing Articles of Incorporation.

Diane H. Craver
Notary Public

My Commission Expires:

February 2, 1987



PRESENTED FOR
REGISTRATION
AND RECORDED

JUN 23 4 05 PM '82

EUNICE BYERS
REGISTER OF DEEDS
FORSYTH CTY. N.C.

\$8.50 pd
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