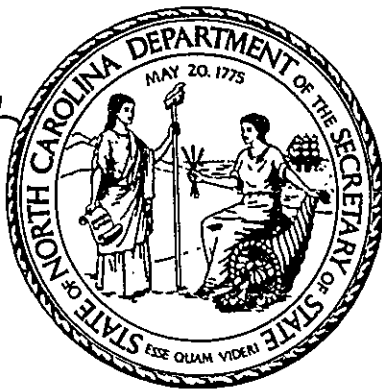


mail: Neil Brown
897 Peters Creek Parkway
W-S. N.C. 27103 81



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 (2 sheets) to be a true copy of

ARTICLES OF INCORPORATION

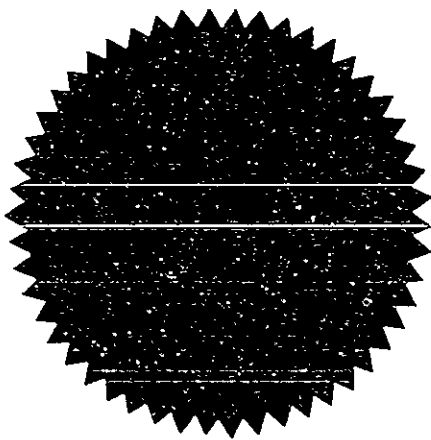
OF

Q PROFESSIONAL SCHOOLS, INC.

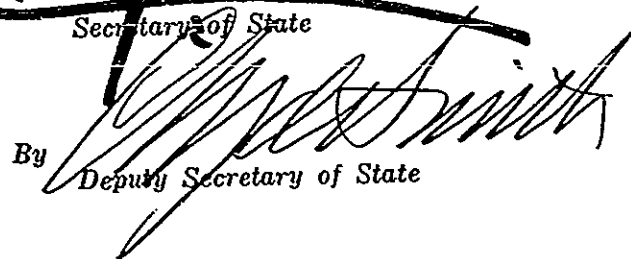
and the probates thereon, the original of which was
filed in this office on the 31st day of May 1983 ,
after having been found to conform to law.

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

Done in Office, at Raleigh, this 31st day
of May in the year of our Lord 1983




Secretary of State

By 
Deputy Secretary of State

BOOK 1405P0165

318550

ARTICLES OF INCORPORATION
OF
Q PROFESSIONAL SCHOOLS, INC.

FILED

MAY 31 10 10 AM '83

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 Professional Schools, 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 modeling and photography training center of an avocational nature, and
 - (b) to engage in any lawful act or activity for which corporations may be organized under Chapter 55 of 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.
7. The initial registered office of the corporation shall be located at 897 Peters Creek Parkway, Winston-Salem, Forsyth County, North Carolina 27103, and the name of its initial registered agent at such address is Neil 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>
Neil Brown	897 Peters Creek Parkway Winston-Salem, North Carolina 27103
Ken Badeau	897 Peters Creek Parkway Winston-Salem, North Carolina 27103
Patsy Brown	897 Peters Creek Parkway Winston-Salem, North Carolina 27103

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9. The name and address of the incorporator are Neil Brown,
897 Peters Creek Parkway, Winston-Salem, NC 27103.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th
day of May, 1983.

Neil Brown (Seal)
Neil Brown

STATE OF NORTH CAROLINA }

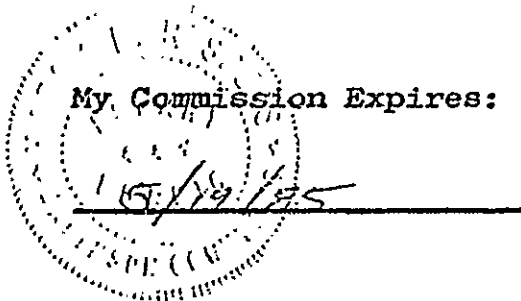
COUNTY OF ~~FORSYTH~~ }

Davidson

I, HARRY L. RESS, a notary public, do hereby
certify that Neil Brown, personally appeared before me this 27
day of May, 1983, and acknowledged the due execution of the
foregoing Articles of Incorporation.

Harry L. Ressler
NOTARY PUBLIC

My Commission Expires:



PRESENTED FOR
REGISTRATION
AND RECORDED

JUL 18 2 59 PM '83

EUNICE E. HERS
REGISTER OF DEEDS
FORSYTH CO. N.C.

JB. #7.00 pd.

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