

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

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In the Matter of the Petition of

Index No. 160294/2021

ALVIN CLAYTON FERNANDES

For the Judicial Dissolution of

AMENDED

VERIFIED PETITION

MATRIX MODEL STAFFING, INC.

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Petitioner, Alvin Clayton Fernandes, as and for the Petition herein, allege:

1. This Petition is being brought pursuant to New York Business Corporation Law 1104-a for the dissolution of Matrix Model Staffing, Inc.

2. Matrix Model Staffing, Inc.¹ (hereinafter "Matrix Staffing") is a domestic corporation organized on June 28, 2006 in the State of New York and has its principal place of business at 37 Wall Street, Suite 24K, New York, New York. Annexed hereto and made a part hereof as Exhibit "A" is confirmation of Matrix Staffing's active status.

3. Petitioner Alvin Clayton Fernandes ("Alvin") is and was at all times since Matrix Staffing's inception² an owner and

¹ As more fully set forth below, the Certificate of Incorporation of Matrix Model Staffing, Inc. was filed on June 28, 2006 under the name of Matrix Model Management, Inc. A Certificate of Amendment Matrix Model Management, Inc., changing the name to Matrix Model Staffing, Inc. was filed on November 8, 2015.

² All references herein to "Matrix Staffing's inception" refer to the entity existing on or after November 8, 2015

holder of twenty percent (20%) of the issued and outstanding stock of Matrix Staffing.

4. Jacquelyn Willard ("Jacquelyn") is and was at all times since Matrix Staffing's inception an owner and holder of eighty percent (80%) of the issued and outstanding stock of Matrix Staffing.

5. Matrix Staffing is not registered as an investment company under an act of Congress entitled "Investment Company Act of 1940".

6. No shares of Matrix Staffing are listed on a national securities exchange or regularly quoted in an over-the-counter market by one or more members of a national or an affiliated securities association.

7. Matrix Staffing was founded to create high end, efficient and effective event model staffing solutions and to provide clients with articulate, attractive, and high energy ambassadors. Matrix Staffing services include model staffing, doorman and hospitality programs, hair and make-up artists, liquor campaigns, event photography and influencer marketing. Matrix Staffing is composed of several key people with experience in the field of marketing/promotions for wines and spirits, entertainment, model management, and software engineering for IT solutions.

8. Matrix Staffing's clients include Tiffany & Co., Barneys New York and Marcia Seldon Catering.

PETITIONER'S ACKGROUND

9. I am a Trinidad-born model, artist and restaurateur.

10. Gaining status as a "Super Model," my modeling career started at Wilhelmina Models and ended with the Ford Modeling Agency eight years ago. As a supermodel, I have graced the pages of the top publications, including GQ, Vogue, Glamour, Elle, Ebony, Essence and EM; countless catalogues, including Nordstrom's, Bloomingdales, Lord & Taylor, Macy's J-Crew and L.L. Bean. I have also done major ads on TV and billboards, including Banana Republic, AT&T and Haynes. I have now been signed by the world-renowned IMG Models.

11. My wife and I are currently the owners and operators of the award-winning Southern and Caribbean Restaurant, Alvin and Friends in New Rochelle, NY. My restaurant experience started with an investment partnership in the famed Georgia Restaurant, on the trendy Melrose Ave in Los Angeles, headed by Restaurateur Brad Johnson and several celebrities, including Denzel Washington, Norm Nixon, Debbie Allen, and other celebrities.

12. I am a self-taught artist. I have had several groups and one-man shows featuring my work, most recently, Unapologetically Me: a virtual political show at Iona college's Brother Kennith Gallery. My work has been featured at the Smithsonian Institute of African-American Art, has been featured in several films, including The Best Man Holiday, and has been collected by several celebrities, and collectors, including Ken

and Kathy Chenault, New York University, Denzel Washington, Blair Underwood, Hill Harper, CC H. Pounder and Lorraine Toussaint, to name a few.

CORPORATE HISTORY

13. On June 28, 2006, Mark Keyes and I formed Matrix Model Management, Inc. (hereinafter "Matrix Management").

14. Matrix Management was founded as a premier scouting company, promotional model staffing group and a magazine with the goal of assisting and guiding new models through the business. As mentors, arming them with the knowledge and insight to succeed.

15. Based on my reputation and experience in the field, I lent instant credibility to the business. I handled the modeling and scouting side of the business and Mark handled the business side. In or around 2006, we hired our only employee, Jacquelyn Willard, to handle the day-to-day operations of Matrix Management.

16. In or around 2012, Mark left Matrix Management. Jacquelyn became a forty-nine (49%) shareholder and I retained fifty-one percent (51%). Jacquelyn continued to run the day-to-day operations.

17. In or around 2015, Tiffany & Co. approached Matrix Management for the purpose of having Matrix Management supply models to act as doormen.

18. Jacquelyn and I agreed that we would form a new business, Matrix Model Staffing, Inc. Jacquelyn would be an

eighty-percent (80%) shareholder and I would be a twenty percent (20%) shareholder.

19. On November 18, 2015, Jacquelyn caused the filing of a Certificate of Amendment changing the name of Matrix Model Management, Inc. to Matrix Model Staffing, Inc.

THE INSTANT ACTION

20. Since Matrix Staffing's inception, Jacquelyn has been running the day-to-day operations of Matrix Staffing.

21. Since Matrix Staffing's inception, based on my lengthy experience and expertise in the fields of modeling, art and entertainment, I have had direct input into the major decision-making process and financial dealings of Matrix Staffing. I have established contacts, attended numerous meetings with our high-end clients and dealt with the staff.

22. Since in or around 2017, Jacquelyn has excluded me from the decision-making process and financial dealings of Matrix Staffing or otherwise ignored my advice to the detriment of Matrix Staffing and I have had no real authority or role in the operation of Matrix Staffing. I no longer appear on Matrix Staffing's website or Linked In page.

23. Jacquelyn no longer treats me as a business associate and I have effectively been precluded from participating in a small, closely held corporation to which I have devoted my time, energy and reputation over many years.

24. The oppressive actions of Jacquelyn and Matrix Staffing have defeated my reasonable expectations of input into the major decision-making process and financial dealings of Matrix Staffing, warranting judicial dissolution of the corporation.

25. At some unknown time after the Matrix Staffing's inception, Jacquelyn, without my knowledge and consent, designated me to the Internal Revenue Service as a "person responsible for collecting, truthfully accounting for, or paying over employment taxes for the entity".

26. Unbeknownst to me, Matrix Staffing and Jacquelyn failed to pay payroll taxes in 2019.

27. In or around August 2021, I received four (4) notices from the Internal Revenue Service advising me that I was being personally charged the Trust Fund Recovery Penalty (TRFP) for willfully failing to collect, account for, pay over, or otherwise evade employment. Copies of the aforesaid notices are annexed hereto and made a part hereof as Exhibit "B".

28. The total amount of the penalties is \$210,961.22, which amount, as of the date hereof, remains due and owing, together with additional interest charges.

29. At no time since Matrix Staffing's inception was I ever responsible for collecting, truthfully accounting for, or paying over employment taxes. This was the sole responsibility of Jacquelyn.

30. In addition, the 2019 K-1 issued to me by Matrix Staffing overstated the amounts of money that I received from Matrix Staffing that year, thereby causing me to incur additional tax liability.

31. Corporate mismanagement and the oppressive actions of Jacquelyn and Matrix Staffing have defeated my reasonable expectations of financial security and protection from personal liability, warranting a dissolution of the corporation.

32. No remedy exists, short of dissolution, to properly protect my and interests in Matrix Staffing.

33. No previous application for the relief requested herein has been made.

WHEREFORE, Petitioner respectfully requests that the Court grant and issue an Order pursuant to Business Corporation Law 1104-a dissolving Matrix Model Staffing, Inc. and fixing a date upon which all persons interested in Matrix Model Staffing, Inc. shall appear before the Court to show cause why Matrix Model Staffing, Inc. should not be dissolved, together with such other and further relief which this Court deems just and proper.

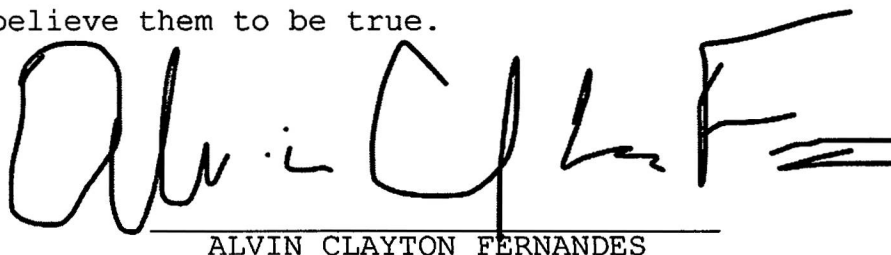
Dated: New Rochelle, NY
November 29, 2021


ALVIN CLAYTON FERNANDES

VERIFICATION


State of New York)
) ss.:
County of Westchester)

Alvin Clayton Fernandes, being first duly sworn, deposes and says that I am the Petitioner in the action herein, that I have read the foregoing Petition and know the contents thereof and that the statements therein contained are true, except as to the matters therein stated to be alleged upon information and belief, and as to those matters I believe them to be true.



ALVIN CLAYTON FERNANDES

Sworn to before me this
29 day of November, 2021.



Notary Public

NEIL SPECTOR
Notary Public, State of New York
No. 02SP6353540
Qualified in Sullivan County
Commission Expires 01/30/2025