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TRANSMITTAL LETTER

December 29, 2000

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

From: James L. Pruden, PA
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL. 33432
Phone 561 417-4644

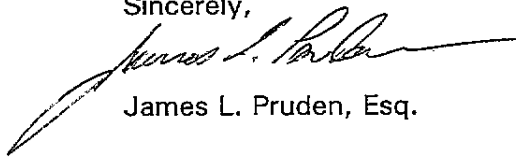
SUBJECT: Facial Fitness, Inc.

Enclosed please find the following:

1. The original and one copy of Articles of Incorporation
2. A check in the amount of \$78.75 for the filing fee, certified copy of certificate of status and Registered Agent designation fee
3. The original and one copy of Certificate of Registered Agent's Appointment & Acceptance

If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Sincerely,



James L. Pruden, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Incorporation
of
Facial Fitness, Inc.**

Article 1

Corporate Name

The name of this corporation shall be "Facial Fitness, Inc."

Article 2

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 2200 West Glades Road, Suite 704, Boca Raton, FL. 33431.

Article 3

Nature of Corporate Business

The general nature of the business to be transacted by this Corporation shall be to engage in business for profit and is organized for the following general purposes:

(a) To carry on the business of providing skin care services and products and to do all acts necessary in the conduct of the aforesaid business; and

(b) To engage in any and all lawful business permitted under the laws of the United States and the State of Florida; and

(c) To enter partnerships, limited partnerships, and joint ventures with other business entities.

Article 4

Capital Stock

This Corporation shall have authority, acting by its Board of Directors, to issue not more than 10,000 shares of common class at .0001 PAR VALUE per share, that together have unlimited voting rights and that together are entitled to receive the net assets of the Corporation upon dissolution.

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Article 5

Term of Existence

This Corporation shall have perpetual existence.

Article 6

Effective Date of Corporation

The Corporation shall commence business on January 1, 2001 and the contemporaneous payment of not less than \$1.00 (one dollar) in value for the issuance of its shares.

Article 7

Registered Agent

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

James L. Pruden, Esq.
370 W. Camino Gardens Blvd., Ste. 210
Boca Raton, FL 33432

Article 8

Board of Directors

The initial Board of Directors shall consist of (1) member, the name and address of whom is as follows:

Judy Pruden
2200 West Glades Road, Suite 704
Boca Raton, FL. 33431

The person named as the initial Director shall hold office for the first year of existence of his Corporation, or until their successors are duly elected or appointed and qualified, whichever occurs first.

Article 9

Indemnification

No Director or Officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his/her duty of care or other duty as a Director; provided that this provision shall eliminate or limit the liability of a Director or Officer only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws.

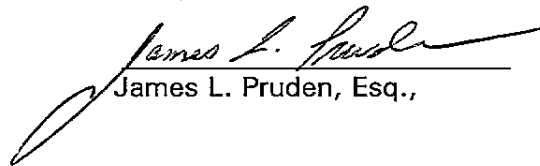
Article 10

Incorporator

The name of the person signing these Articles of Incorporation as the Incorporator is James Pruden, Esq. whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 29th day of December 2000.

Incorporator


James L. Pruden, Esq.,

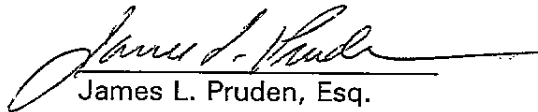
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Facial Fitness, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2200 West Glades Road, Suite 704, Boca Raton, FL. 33431 has named James L. Pruden, Esq., whose address is 370 W. Camino Gardens Blvd., Ste. 210, Boca Raton, FL 33432 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


James L. Pruden, Esq.

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