



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1997

EDESIA IBERTIS
911 N. MAIN STREET
SUITE 9-A
KISSIMMEE, FL 34744

SUBJECT: NEW FACES, INC.
Ref. Number: W97000025131

We have received your document for NEW FACES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 197A00053534

*Enclosed please find the articles of incorporation
with the new name.*

Edesia.

ARTICLES OF INCORPORATION
OF
NEW FACES A FULL SERVICE SALON, INC.

FILED
97 NOV 12 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a Corporation for profit under the Laws of the State of Florida; and further do agree to the following condition of said Corporation

ARTICLE I :

The name of this Corporation shall be:

NEW FACES A FULL SERVICE SALON, INC.

and its business shall be carried in Osceola County, Florida, and also within and without the State of Florida, and in the United States of America, and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE I I : NATURE OF BUSINESS

The general nature of business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1. The nature of business and the objects and purposes to be transacted, promoted or carried on by this Corporation, are to engage in any lawful act or activity for which Corporations may be organized, under the Corporation Act of the State of Florida.
2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.
3. To perform as a Beauty Parlour, Purchasing, Sales and Marketing of beauty products.
4. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE I I I : CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 200 shares with a \$ 100 per value common stock.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the

organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going business may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE I V : INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is:

Twenty thousand Dollars (\$ 20,000.00).

ARTICLE V : TERMS OF EXISTENCE

This Corporation shall be in perpetual existence unless dissolved by action of law, or by vote of the stockholders.

ARTICLE V I : ADDRESS

State of Florida is:

Corporation

1427 North Bermuda Ave., Kissimmee, Fl 34741

ARTICLE V I I : DIRECTORS

This initial post office address of this in the

This Corporation shall have no less than one Director, who needs not be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Law here of, but at no time shall there be a number less than one.

ARTICLE V I I I :

The names and post office addresses of the First Board of Directors and Officers of this Corporation, are as follows:

President: Celia Ali
1427 North Bermuda Ave.
Kissimmee, Fl 34741

Vice-President: Magaly Bergollo
1427 North Bermuda Ave.
Kissimmee, Fl 34741

Treasurer: Magaly Bergollo
1427 North Bermuda Ave.
Kissimmee, Fl 34741

Secretary: Celia Ali
1427 North Bermuda Ave.
Kissimmee, Fl 34741

Director: Katheline Mendez
1427 North Bermuda Ave.
Kissimmee, Fl 34741

ARTICLE I X : SUBSCRIBERS

The name and post office address of each subscriber to these Article of Incorporation, the number of shares of stock each agree to take, and the Value of the consideration paid thereof are as follows:

Name	Address	No. of Shares paid
Celia Ali	1427 North Bermuda, Ave. Kissimmee, Fl 34741	70
Katheline Mendez	1427 North Bermuda, Ave. Kissimmee, Fl 34741	60
Magaly Bergollo	1427 North Bermuda, Ave. Kissimmee, Fl 34741	70

ARTICLE X : AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the voting shares.

ARTICLE X I : POWERS OF THE BOARD OF DIRECTORS

In furtherance and not limitation of the power conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the By-Laws of the Corporation.
2. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchise of this Corporation.
3. If the By-Laws so provide, to designate by resolution one or more of their number to constitute an executive Committee, to the extent provided in the resolution or in the By-Law of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the Business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE X I I : RESTRICTIONS ON STOCK TRANSFERS

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it at the corporation through the Board of Directors in the following manner: He shall notify the Directors of his desire to sell or transfer by notice in writing in which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Director shall within thirty days thereafter either accept the offer or by notice to him in writing, name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

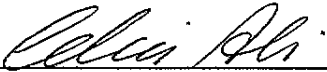
After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the Corporation shall not have exercised the right to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit. No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

ARTICLE X I I I : INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Registered agent of the Corporation is:

Celia Ali
1427 North Bermuda Ave.
Kissimmee, Fl 34741

IN WITNESS WHEREOF, we hereunto set our hand(s) and seal this day of October, 1997.



Celia Ali
1427 North Bermuda Ave.
Kissimmee, Fl 347431

97 NOV 2 PM 2:01
F.M.F.D.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT: Celia Ali,

1427 North Bermuda Ave., Kissimmee, Fl 34741, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the City of Orlando, Florida, Orange County, has named Celia Ali, 1427 North Bermuda Ave., Kissimmee, Fl 34741, as its agent to accept service of process within Florida.

Celia Ali, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Celia Ali
Celia Ali

Magaly Bergollo
Magaly Bergollo

Katheline Mendez
Katheline Mendez

FILED
97 NOV 12 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA