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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FIGURES & FACES, INC.

AUDIT NUMBER.....H98000001082

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 16, 1998

eMPIRE

SUBJECT: FIGURES & FACES, INC.
REF: W98000001182

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct the principal office/mailing address in Article V.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H98000001082
Letter Number: 898A00002670

H98000001082

ARTICLES OF INCORPORATION

OF

FIGURES & FACES, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

Figures & Faces, Inc.

7000 S.W. 62nd Ave., Ste. # 545

Miami, FL 33143

ARTICLE II

DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

Prepared by: Fernando Lorente

From: Fernando Lorente & Associates, Inc.

8560 S.W. 89th Avenue

Miami, FL 33173

(305) 274-2858

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TALLAHASSEE, FLORIDA

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ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States of The State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporations shall have authority to issue is the total sum of 500 shares, having an individual par value of \$ 1.00 unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

ARTICLE V

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the corporation is: 7000 S.W. 62nd Ave., Ste. # 545, Miami, FL 33143, and the mailing address of the corporation is the same.

ARTICLE VI

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered Agent and initial registered office of this corporation is:

- a) Registered Agent: Lucinda I. Cuervo
- b) Registered Agent office: 7000 S.W. 62nd Ave., Ste. # 545
Miami, FL 33143

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ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial Director of this corporation are:

President and Secretary: Lucinda I. Cuervo, 7000 S.W. 62nd Ave., Ste. # 545, Miami, FL
33143

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator executing these articles of Incorporation is:

Lucinda I. Cuervo, 7000 S.W. 62nd Ave., Ste. # 545, Miami, FL 33143

ARTICLE IX

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

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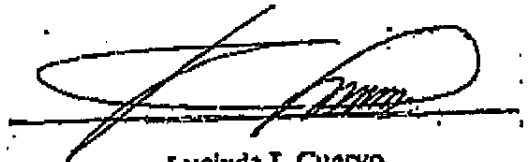
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ARTICLE X

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 15th day of January 1998.



Lucinda I. Cuervo

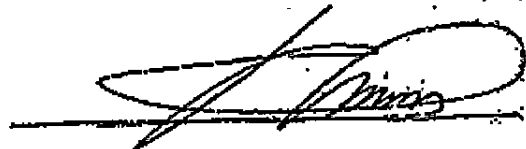
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

DATED this 15th day of January 1998.



Lucinda I. Cuervo

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