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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

faces that glow, inc.

|                       |         |
|-----------------------|---------|
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ARTICLES OF INCORPORATION

④

of

FACES THAT GLOW, INC.

(Name of Corporation)

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TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: FACES THAT GLOW, INC.  
Address: 9506 So. Red Road Miami, Florida 33156

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue FIFTY (50) Shares of TEN Dollar(s) (\$ 10.00) par value Common Stock, which shall be designated "Common Shares".

Prepared By: Douglas W. OSTERALE  
9506 So. Red Road  
MIAMI, FLORIDA 33156  
(305) 665-7155

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name: Douglas W. Osterle  
Address: 9506 So. Red Road  
City: Miami State: Florida Zip: 33156

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the Corporation are as follows:

Name: Douglas W. Osterle  
Address: 9506 So. Red Road  
City: Miami State: Florida Zip: 33156

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 22 day of March, 1999.

Douglas W. Osterle (Seal)  
9506 So. Red Rd.  
Miami, FL 33156 (Seal)

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CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT

Certificate of Registered Agent

of:

FACES THAT GLOW, INC.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Pursuant to Florida Statutes, Section 48.091 and 607.034, the following is submitted: The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at: 9506 So. Red Road

Miami Florida 33156

has named: Douglas W. Osterle

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at this place desinated in this certificate I hereby accept to act in this capacity, and agree to comply with the provisisons of Florida Law in keeping open said office.

Douglas W. Osterle  
Registered Agent

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