

LEONCIO E. DE LA PEÑA

ATTORNEY AT LAW
COURVOISIER CENTRE II, SUITE 805
601 BRICKELL KEY DRIVE
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January 23, 1997

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Beauty Essentials, Inc.

000002068410--6
-01/24/97--01106--012
****122.50 ****122.50

Dear Sir/Madam:

Enclosed for filing with your office is an original and one copy of the Articles of Incorporation of Beauty Essentials, Inc. Please return the certified copy of the Articles of to the undersigned at your earliest opportunity.

Also enclosed is a check payable to the Department of State in the amount of \$122.50 to cover the following fees:

Filing Fee	\$	35.00
Certified copy		52.50
Registered agent designation		<u>35.00</u>
Total	\$	<u>122.50</u>

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 JAN 24 AM 8:44
FILED

Please do not hesitate to contact our office should you have any questions. Thank you.

Sincerely yours,

Belkys Izquierdo
Legal Assistant

Enclosures

**ARTICLES OF INCORPORATION
OF
BEAUTY ESSENTIALS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

ARTICLE I - NAME

The name of the corporation is **BEAUTY ESSENTIALS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be located at 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence upon the filing of these articles with the Florida Department of State, and shall have perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue TEN THOUSAND (10,000) Shares of common stock having a par value of One Dollar (\$1.00), each entitled to one (1) vote per share.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the

affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have TWO (2) DIRECTORS initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial directors, who shall hold office until their successors have been elected and qualified are:

Name of Directors

Directors' Address:

JOSE A. GOYANES

601 Brickell Key Dr. #805
Miami, Florida 33131

JOSE GOYANES

601 Brickell Key Dr. #805
Miami, Florida 33131

ARTICLE VI - INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when

such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

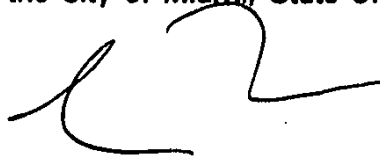
ARTICLE VIII - INCORPORATOR

The subscriber to these Articles is Leoncio E. de la Peña, Esquire, whose address is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Leoncio E. de la Peña, who, being familiar with the duties and responsibilities as registered agent of the Corporation, by these presents accepts designation as registered agent of the Corporation and executes these presents.

IN WITNESS WHEREOF, the undersigned incorporator hereby executes and files
these Articles of Incorporation in the City of Miami, State of Florida, on January
23, 1997.



(SEAL)

Leoncio E. de la Peña
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for BEAUTY ESSENTIALS, INC., at the place above designated: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Authorized Signatory:



Leoncio E. de la Peña

Date of Execution:

January 23, 1997.

STATE OF FLORIDA)

)ss:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23 day of January, 1997, by Leoncio E. de la Peña to me personally known and who has taken an oath.



Notary Public, State of Florida

Printed Notary Name:
Commission Number:
Commission Expiration:



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97 JAN 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA