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EVAN M. KLEIMAN, P.A.
ATTORNEY AT LAW
SUITE 300
901 SOUTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33316

TELEPHONE (954) 987-7005
TELEFAX (954) 463-6759

EVAN M. KLEIMAN
ALSO ADMITTED FEDERAL BAR

May 26, 1998

State of Florida
Secretary of State,
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002540395--2
-05/29/98--01021--010
****612.50 ****122.50

Re: Proposed Corporations: Beauty Express Corporation,
Sachie Beauty Corporation, Alex and Sol Corporation,
MS Care Corporation, Lights Seeds Corporation.

Dear Sir/Madam:

I have enclosed the Articles of Incorporation and Certificate of Registered Agent in regard to the above entities along with a check for filing fees in the amount of \$612.50.

I have also included a copy of the Articles and a self-addressed stamped envelope. Once the original Articles have been filed, please return the conformed copies in the envelope provided.

Thank you.

Respectfully submitted,

EVAN M. KLEIMAN, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 29 PM 2:06

Enc: as noted

CERTIFICATE OF INCORPORATION

- Of -

ALEX & SOL CORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the said State of Florida.

ARTICLE I

The name of this corporation shall be: **ALEX & SOL CORPORATION**

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is **FIVE HUNDRED (500)** shares of common stock, having a par value of **ONE DOLLAR (\$1.00)** per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than **FIVE HUNDRED DOLLARS (\$500.00)**.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

FILED STATE
SECRETARY OF CORPORATIONS
98 MAY 29 PM 2:07

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

1001 BRICKELL BAY DRIVE
A/O CLAUDIA MARTINEZ – ACCOUNT MANAGER
PINE BANK – LOBBY LEVEL
MIAMI, FL 33131

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

ALEXANDRE ARANTES

RUA NOVA YORK, 609 # 171-L
SÃO PAULO - SP
04560-001
BRAZIL


SOLANGE F. SILVA

RUA NOVA YORK, 609 # 171-L
SÃO PAULO - SP
04560-001
BRAZIL

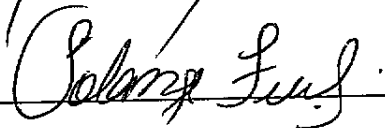
ARTICLE IX

The name and street addresses of the persons signing these Articles of Incorporation as subscriber are as follows:

ALEXANDRE ARANTES



SOLANGE F. SILVA



ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

STATE OF FLORIDA)

COUNTY OF BROWARD)

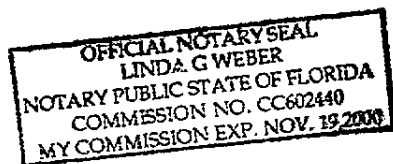
IN WITNESS WHEREOF, the undersigned, ALEXANDRE ARANTES
SOLANGE SILVA, a natural person
who is competent to contract and (CHECK ONE) _____ is personally know to me ✓
produced a Brazilian Passport # CF 891556 and (CHECK ONE) _____ took an oath

X did not take an oath, and who hereunto subscribed to the foregoing Articles of incorporation and set his hand and seal

this 21 day of May, 1998.



NOTARY PUBLIC, STATE OF FLORIDA



My Commission Expires:

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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: ALEX & SOL CORPORATION
(Name of Corporation)


WITH ITS PLACE OF BUSINESS AT 1001 BRICKELL BAY DRIVE
PINE BANK - LOBBY LEVEL
MIAMI, FL 33131
(Business Address, City and State)

HAS NAMED EVAN M. KLEIMAN
(Name of Registered Agent)

LOCATED AT 901 SOUTH FEDERAL HIGHWAY
SUITE 300
(Street Address and Number of Building,
Post Office Box ARE NOT Acceptable)

CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


FILED
SECRETARY OF CORPORATIONS
98 MAY 29 PM 2:07

SIGNATURE 
(Corporate Officer)

TITLE President

DATE 5-21-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT HE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 
(REGISTERED AGENT)

DATE 5-21-98

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(Note: There is a filling fee of \$ 3.00 for this certificate)