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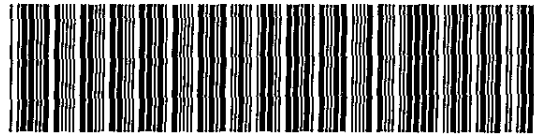
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
05 JUN - 6 AM 7:50

W05-24486

D. Brown JUN - 7 2005

SILVERIO & HALL
PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

MUSEUM TOWER • PENTHOUSE 2850

150 WEST FLAGLER STREET

MIAMI, FLORIDA 33130-1557

TELEPHONE (305) 371-2756

FACSIMILE (305) 372-2744

E-MAIL: miami@silveriohall.com

May 31, 2005

NAPLES OFFICE

400 FIFTH AVENUE SOUTH

SUITE 301

NAPLES, FLORIDA 34102-6556

TELEPHONE (239) 649-1001

FACSIMILE (239) 649-1972

E-MAIL: naples@silveriohall.com

MIAMI DIRECT (239) 597-1665

PLEASE REPLY TO: MIAMI

MARK V. SILVERIO
CYNTHIA BYRNE HALL
BOARD CERTIFIED MARITAL & FAMILY LAWYER
BRIAN M. SILVERIO

FRANCIS X. SEXTON, JR.
OF COUNSEL

TANNEBAUM WEISS, LLP
OF COUNSEL

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

Attn: Doris Brown
Document Specialist
New Filings Section

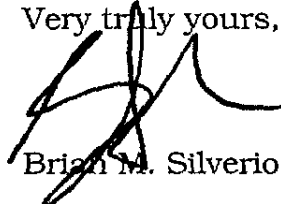
RE: Heya Design Group, Inc.
Ref. Number: W05000024486

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent and Place of Business or Domicile for the Service of Process Within Florida, and Acceptance of Agent Upon Whom Process May Be Served for the above company with the appropriate suffix. Please file the original in your offices and certify and return to us one certified copy.

Thank you for your assistance in this matter.

Very truly yours,



Brian M. Silverio

BMS:aag
Enclosures

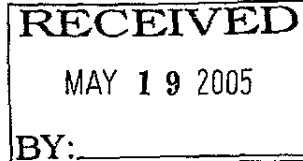


FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 16, 2005

BRIAN M. SILVERIO, ESQ.
MUSEUM TOWER . PENTHOUSE 2850
150 WEST FLAGLER STREET
MIAMI, FL 33130-1557



SUBJECT: HEYA DESIGN GROUP
Ref. Number: W05000024486

We have received your document for HEYA DESIGN GROUP and your check(s) totaling \$138.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 405A00034933

RECEIVED
05 JUN -6 PM 3:44
CORPORATIONS SECTION

ARTICLES OF INCORPORATION OF

HEYA DESIGN GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 JUN -6 AM 7:50

ARTICLE I—NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is HEYA DESIGN GROUP, INC., and its principal place of business shall be located at 20801 Biscayne Boulevard, Suite 403, Aventura, Florida 33180.

ARTICLE II—DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III—PURPOSE

This corporation is organized for the purpose of acquiring shares in the business of skin care products as allowed by law.

ARTICLE IV—CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V—PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Courthouse Tower - Penthouse 2850, 150 West Flagler Street, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is BRIAN M. SILVERIO, ESQ.

ARTICLE VII—INITIAL BOARD OF DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until his/her successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Director of the corporation is:

<u>Name</u>	<u>Address</u>
LUIS CARVAJAL	20801 Biscayne Boulevard Suite 403, Aventura, Florida 33180

ARTICLE VIII—OFFICERS

The name and address of the initial officer of the corporation, who shall serve until his/her successor shall be elected or appointed, is:

President:	LUIS CARVAJAL	20801 Biscayne Boulevard Suite 403, Aventura, Florida 33180
Vice-President	LAURA ALVAREZ	20801 Biscayne Boulevard Suite 403, Aventura, Florida 33180

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation is Brian M. Silverio, Esq., Silverio & Hall, P.A., Courthouse Tower- Penthouse 2850, 150 West Flagler Street, Miami, Florida 33130.

ARTICLE X—INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his/her duties as an Officer or Director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: May 31st, 2005.

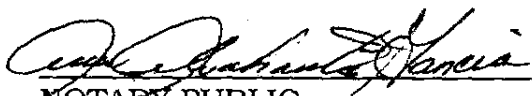


BRIAN M. SILVERIO
Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BRIAN M. SILVERIO, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.


IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 31st day of May, 2005.



NOTARY PUBLIC
State of Florida at Large

My commission expires:

NOTARY PUBLIC-STATE OF FLORIDA
Ana Abrahantes-Garcia
Commission # DD403779
Expires: MAR. 26, 2009
Bonded Thru Atlantic Bonding Co., Inc.

NOTARY PUBLIC-STATE OF FLORIDA
 Ana Abrahantes-Garcia
Commission # DD403779
Expires: MAR. 26, 2009
Bonded Thru Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607 et seq., Florida Statutes, the following is submitted:

FIRST that HEYA DESIGN GROUP, INC., desiring to organize, qualify and incorporate under the laws of the State of Florida, has named BRIAN M. SILVERIO, ESQ., located at Courthouse Tower - Penthouse 2850, 150 West Flagler Street, Miami, Florida 33130, as its agent to accept service of process within Florida.

Dated: May 31st, 2005.


BRIAN M. SILVERIO
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 31st, 2005.


BRIAN M. SILVERIO
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATION
05 JUN -6 AM 7:50