

CT CORPORATION SYSTEM

F010000001348

CORPORATION(S) NAME

Beauty Alliance, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/12/01

Order#: 3799374

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Beauty Alliance, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Nevada 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 1, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 12, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762
(Current mailing address)
8. See attached Exhibit A.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

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

C T Corporation System

(Registered agent's signature)

J. L. Miles - Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

See attached Exhibit B.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Douglas J. Von Allmen

Address: 1901 Ulmerton Road, Suite 225

Clearwater, Florida 33762

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached Exhibit C for All Officers.

Address: _____

Vice President: _____

Address: _____

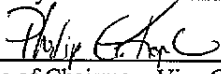
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Philip G. Kaplan, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Exhibit A

Purpose of the Corporation:

- a) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of any other corporation or corporations, association or associations in any state, territory or county; and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; and
- b) in general, to carry on any business which is lawful and proper for a corporation organized under the Laws of the State of Florida.

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Exhibit C

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Officers of the Corporation

Douglas J. Von Allmen - Chairman
1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762

James D. Cheek - President
1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762

Scott N. Missad - Senior Vice President
1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762

Gregory S. Wilkinson - Senior Vice President
1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762

Alan D. Kerschner - Senior Vice President
1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762

Alan D. Kerschner - Secretary
1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762

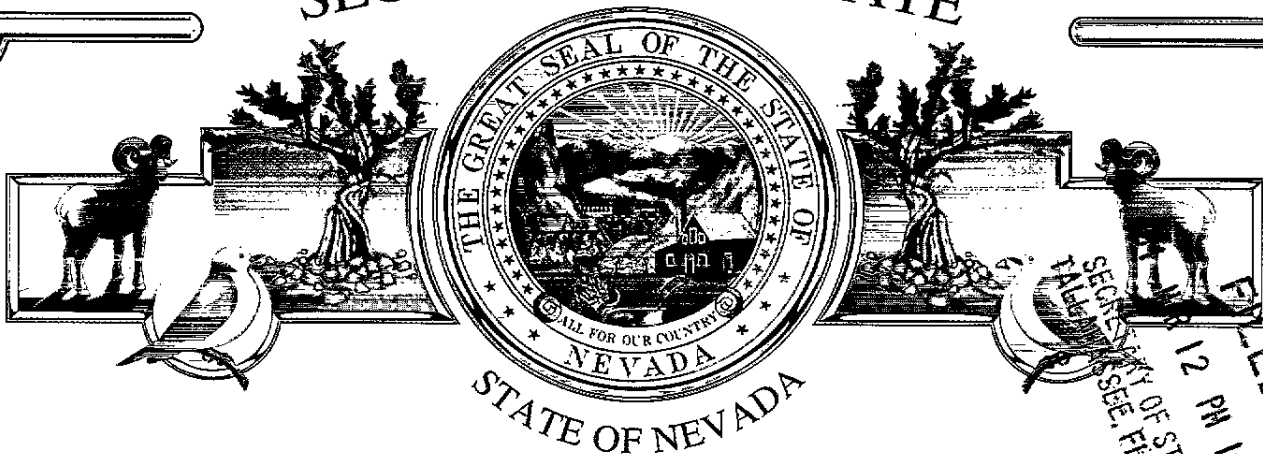
Philip G. Kaplan - Assistant Secretary
168 North Meramec - Suite 400
St. Louis, Missouri 63105

Linda Von Allmen - Assistant Secretary
1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762

Alan D. Kerschner - Treasurer
1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762

James R. Fiegle - Assistant Treasurer
1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762

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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BEAUTY ALLIANCE, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 1, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 6, 2001.



Dean Heller

Secretary of State

By

Chadwick

Certification Clerk