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SALVATORI & WOOD

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N11000000475

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LOOK BEAUTIFUL - FEEL BETTER INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LOOK BEAUTIFUL - FEEL BETTER INC.
(a Florida Corporation Not For Profit)**

Look Beautiful – Feel Better Inc., a Florida not for profit corporation, filed its Articles of Incorporation with the State of Florida on January 18, 2010, and was issued Document Number is N11000000475. Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation amends and restates its Articles of Incorporation in their entirety, as follows::

ARTICLE I

NAME

The name of the Not For Profit Corporation is Quality Beauty Services Forever, Inc. (hereinafter called the "Corporation").

ARTICLE II

**PRINCIPAL ADDRESSES OF
THE CORPORATION**

The Corporation's principal office and mailing address are located at 313 Spider Lily Lane, Naples, Florida 34119.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

PURPOSES

The Corporation is organized exclusively for carrying out the §501(c)(3) purpose of providing free or low cost beauty services to cancer patients during or following treatment with chemotherapy or radiation therapy. The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a charitable, religious or educational purpose.

ARTICLE V

NECESSARY POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI

MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3) nor more than nine (9).

ARTICLE VII

DIRECTORS

The directors of the Corporation are:

Mindy S. Idaspe
313 Spider Lily Lane
Napes, FL 34119

Kourtney Marsh
6226 Towncenter Circle
Naples, FL 34108

Linda M. Lowery
733 91st Avenue North
Naples, FL 34108

Shawna Lyn Eugenio
19181 Tangerine Road
Fort Myers, FL 33967

Directors shall be elected as provided in the Bylaws.

ARTICLE VIII

MEMBERSHIP

The Corporation shall have no members.

ARTICLE IX

DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE X

PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE XII

AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XIV

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori, Wood & Buckel, P.L., 9132 Strada Place, Fourth Floor, Naples, FL 34108-2683, and the name of its registered agent at such office is Kevin Carmichael.

ARTICLE XV

ADOPTION OF AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles of Incorporation of the Corporation were adopted by a majority of the Board of Directors at a regular meeting of the Board of Directors and the number of directors voting for the amendment and restatement was sufficient under the bylaws and Florida law to adopt the resolution authorizing this amendment and restatement on March 4, 2011.

The Corporation has no members. Therefore, no members were required to vote.

The date of adoption of these Amended and Restated Articles of Incorporation is March 4, 2011.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on the 4th day of March, 2011.


Mindy S. Idaspe, President

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is Quality Beauty Services Forever, Inc.

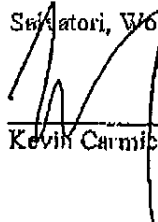
The name of the initial registered agent of the Corporation is Kevin Carmichael, c/o Salvatori, Wood & Buckel, P.L., 9132 Strada Place, Fourth Floor, Naples, FL 34108-2683.

REGISTERED AGENT ACCEPTANCE

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 accept the appointment as registered agent and agree to act in that 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.

Salvatori, Wood & Buckel, P.L.

By:


Kevin Carmichael, Registered Agent

Date: 3/4/2011

Protocol: 3976152

Amended and Restated Articles of Incorporation of
Quality Beauty Services Forever, Inc.
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