

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000031010
Faces and Fashion, Inc.

300003181443--4
-03/23/00--01050--012
*****78.75 *****78.75

Signature _____

Requested by: *LM* *3/23* *10:30*

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

<input checked="" type="checkbox"/>	Art of Inc. File <i>Cert.</i>
<input type="checkbox"/>	LTD Partnership File
<input type="checkbox"/>	Foreign Corp. File
<input type="checkbox"/>	L.C. File
<input type="checkbox"/>	Fictitious Name File
<input type="checkbox"/>	Trade/Service Mark
<input type="checkbox"/>	Merger File
<input type="checkbox"/>	Art. of Amend. File
<input type="checkbox"/>	RA Resignation
<input type="checkbox"/>	Dissolution / Withdrawal
<input type="checkbox"/>	Annual Report / Reinstatement
<input checked="" type="checkbox"/>	Cert. Copy
<input type="checkbox"/>	Photo Copy
<input type="checkbox"/>	Certificate of Good Standing
<input type="checkbox"/>	Certificate of Status
<input type="checkbox"/>	Certificate of Fictitious Name
<input type="checkbox"/>	Corp Record Search
<input type="checkbox"/>	Officer Search
<input type="checkbox"/>	Fictitious Search
<input type="checkbox"/>	Fictitious Owner Search
<input type="checkbox"/>	Vehicle Search
<input type="checkbox"/>	Driving Record
<input type="checkbox"/>	UCC.11 Search
<input type="checkbox"/>	UCC.11 Retrieval
<input type="checkbox"/>	Courier

RECEIVED
00 MAR 23 AM 10:42
7 SENT MAR 28 2000
145-13



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 24, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32302

SUBJECT: FACES AND FASHIONS, INC.
Ref. Number: W00000007971

We have received your document for FACES AND FASHIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 800A00016504

Corrected

RECEIVED
00 MAR 27 PM 12:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Make-up and More, Inc.

FILED
00 MAR 27 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FL 32301

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I.

The name of the Corporation ("Corporation") is **Make-up and More, Inc.**
INC.

ARTICLE II.

The existence of the Corporation shall begin on the date of filing with the Florida Secretary of State.

ARTICLE III.

The street address of the principal office of the Corporation is c/o Holbrook & Pitt, 1500 Carter Avenue Suite 200, Ashland, KY.

ARTICLE IV.

The maximum number of shares this Corporation is authorized to issue is 100, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V.

The initial street address of the Corporation's registered office is 417 E. Virginia Street Suite 1, Tallahassee, FL 32301. The initial registered agent for the Corporation at that address is Capital Connection, Inc.

ARTICLE VI.

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will

serve on the initial board of directors are:

Name	Address
SANDRA COBURN	2215 Raintree Court Ashland, KY 41101

ARTICLE VII.

The name and street address of the person signing these articles of incorporation is:

Name	Address
SANDRA COBURN	2215 Raintree Court Ashland, KY 41101

ARTICLE VIII.

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on March 22, 2000.

Sandra Coburn
Name: SANDRA COBURN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **FACES AND FASHION, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Lance L. McGee Client Representative
Name: Lance L. McGee, Capital Connection Inc.

Date: 3/23/00

SWORN TO and subscribed before me this 23rd day of March, 2000, by Lance L. McGee, who [☒] is personally known to me or who [☐] has produced as identification.

Lauren Strong
Notary Public



PREPARED BY:

HOLBROOK & PITT
200 Home Federal Building
1500 Carter Avenue
Ashland, KY 41101



ANNA H. RUTH
FLORIDA BAR NO.: 0969427

FILED

00 MAR 27 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA