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FAX NO.

P. 01

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
03-28-00

From:

Account Name : FLEMING, HAILE & SHAW, P.A.
Account Number : 076326003550
Phone : (561) 627-8100
Fax Number : (561) 622-7603

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Vanity Care, Inc.

Certificate of Status	0
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Estimated Charge	\$70.00

EFFECTIVE DATE FAX NO.
03.28.00

P. 03

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ARTICLES OF INCORPORATION
OF
VANITY CARE, INC.

The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is VANITY CARE, INC.

2. The initial mailing address of the Corporation is:

2200 Southeast Ranch Road
Jupiter, Florida 33478

3. The Corporation shall have perpetual existence.

4. The aggregate number of shares which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of common stock having a par value of \$.001, all of one class.

5. The address of the initial registered office of the Corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, FL 33408. The Registered Agent at that address is FHS CORPORATE SERVICES, INC.

6. The name of the Incorporator is Harry G. Glen and his address is 2200 Southeast Ranch Road, Jupiter, Florida 33478.

7. The names of the initial Director is Harry G. Glen.

8. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.

9. The effective date of the Corporation shall be the date of the execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Florida Department of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 28 day of March, 2000 made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


Harry G. Glen, Incorporator

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TALLAHASSEE, FLORIDA

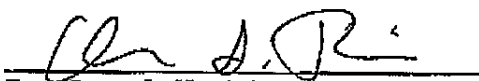
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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.



By: Oren S. Tasini
Its: Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA

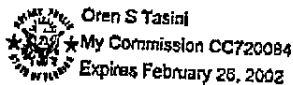
SS:

COUNTY OF PALM BEACH

BEFORE ME personally appeared Harry G. Glen: who produced the following identification who is personally known to me; and who acknowledged before me that he executed the foregoing Articles of Incorporation as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 28th day of March, 2000.

SEAL:




Notary Public

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