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LAW OFFICES
GARY J. HAUSLER

GARY J. HAUSLER
(MEMBER OF FLORIDA, WASH D.C., & N.Y. BARS)

May 8, 2000

950 N. COLLIER BLVD.
SUITE 202
THE SUNTRUST BUILDING
MARCO ISLAND, FL 34145

(941) 394-3171
FAX (941) 394-4858

Secretary of State
Corporations Division
Att.: New Filings
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDEAL EXPRESS

RE: Incorporation of MAKEUP SCENTS, INC.

800003244408--7
-05/09/00--01056--002
****122.50 *****78.75

Dear Sir:

Enclosed herewith please find the following documents with respect to the filing of a new corporation entitled: MAKEUP SCENTS, INC.:

1. Original and one (1) copy of ARTICLES OF INCORPORATION;
2. The undersigned's escrow account check in the amount of \$122.50 as and for your filing fee;

Please proceed to file the enclosed original Articles and return a copy of the filed Articles of Incorporation for my file.

Thank you for your anticipated cooperation.

Very truly yours,

Gary J. Hausler

GJH:ct
Encs.

FILED
00 MAY -9 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

512

ARTICLES OF INCORPORATION
OF
MAKEUP SCENTS, INC.

FILED
00 MAY -9 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: MAKEUP SCENTS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized are:

1. To engage in the business of wholesale and retail sale of cosmetics, lotions, fragrances, and related and incidental business in connection with said business; and
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the same.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is FIVE-HUNDRED (500) shares. Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V

The corporation is authorized to issue only one (1) class of stock and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE VI

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offering shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) day from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately following his death on the terms set forth above, and this provision shall be binding on the executor, administer, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have typed, printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation . A copy of such Articles is on file at the principal office of the Corporation."

ARTICLE VII

The street address of the initial registered office of the corporation is: 950 N. Collier Blvd., Suite #202, Marco Island, Collier County, Florida 34145, and the name of its initial registered agent at such address is GARY J. HAUSLER, ESQ.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation are one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
LILLIAN MEAD	1244 Samoa Avenue Marco Island, FL 34145

ARTICLE IX

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
LILLIAN MEAD	1244 Samoa Avenue Marco Island, FL 34145

ARTICLE X

The names and addresses of the subscribers to the stock of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
LILLIAN MEAD	1244 Samoa Avenue Marco Island, FL 34145

ARTICLE XI


The principal place of business and mailing address of the corporation is: 1244 Samoa Avenue, Marco Island, FL 34145.

EXECUTED by the undersigned on May 3, 2000, at Marco Island,
Florida.

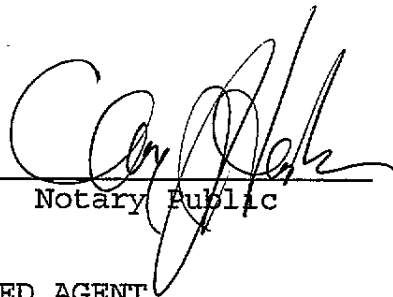

LILLIAN MEAD

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3rd day
of May 2000, by LILLIAN MEAD, who is personally known to me and
who did not take an oath.

 Gary J Hausler
My Commission CC913267
Expires March 13, 2004

My Commission Expires:


Notary Public

ACKNOWLEDGMENT BY REGISTERED AGENT

GARY J. HAUSLER, ESQ., having been named Resident Agent in the
Articles of Incorporation, hereby accepts and consents to act in this
capacity and agrees to comply with the provisions of the Florida
General Corporation Act.

Dated: May 3, 2000


GARY J. HAUSLER, ESQ.