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Florida Department of State
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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00 DEC -7 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**VENUS SPA BY AYSKEL, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
VENUS SPA BY AYSKEL, INC

The undersigned incorporates, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of incorporation.

ARTICLE I: NAME

The name of the corporation shall be:
VENUS SPA BY AYSKEL, INC

The principal place of business of this corporation shall be:
824 WASHINGTON AVENUE
MIAMI BEACH, FL 33139

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is ONE HUNDRED SHARES OF ONE-DOLLAR PAR VALUE COMMON STOCK.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

MJ TAXES
420 Lincoln Road
Suite 387
Miami Beach, FL 33139

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ARTICLE V: OFFICERS DIRECTOR

The names and street addresses of the initial officers and director, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

EDGERTON, AIKEL DEL CARMEN
811 JEFFERSON AVENUE, APT 7
Miami Beach, FL 33139

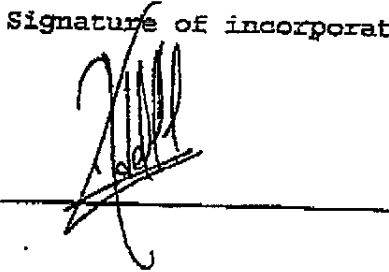
ARTICLE VI: INCORPORATES

The names and street addresses of the incorporates to this articles of incorporation are:

EDGERTON, AIKEL DEL CARMEN
811 JEFFERSON AVENUE, APT 7
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned incorporate has executed these articles of Incorporation this 6 days of December, 2000.

Signature of incorporates

A handwritten signature in black ink, appearing to read 'Aikel Del Carmen', is written over a horizontal line.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
VENUS SPA BY AYSKEL, INC
2. The name and address of the registered agent and office is:
EDGERTON, AIKEL DEL CARMEN
811 JEFFERSON AVENUE, APT 7
Miami Beach, FL 33139

SIGNATURE _____

TITLE: PRESIDENT

DATE: 12/06/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE performance OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE: 12/06/2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC -7 PM 4:26

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