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Billie Tarnove
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December 24, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Beauty on the Beach, Inc.

Dear Sir/Madam:

Enclosed are the following:

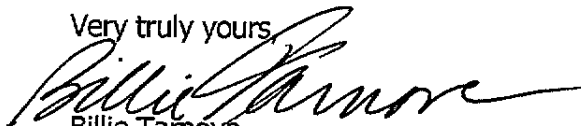
1. Original and one copy of Articles of Incorporation;
2. Check in the sum of \$122.50; and
3. Return envelope.

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-01/08/01--01090--010
****122.50 *****78.75

Please file the enclosed articles and return a certified copy to our office in the enclosed envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,


Billie Tarnove

BT/st
Enc.

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01 JAN -8 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BEAUTY ON THE BEACH, INC.
ARTICLE I. CORPORATE NAME**

The name of this corporation is Beauty on the Beach, Inc.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000.00) shares of One (\$1.00) Dollar par value common stock.

ARTICLE IV. PRE-EMPTIVE RIGHT

Every shareholder, upon the sale in cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 2810 East Oakland Park Blvd., Suite 102, Fort Lauderdale, FL 33306 and the name of the Registered Agent of this corporation at that address is Billie Tarnove.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one or more than five.

The name and address of the initial director of this corporation is

Giovanni Ferraino
1736 SW 4th Street
Fort Lauderdale, FL 33312

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Billie Tarnove
2810 East Oakland Park Blvd.
Suite 102
Fort Lauderdale, FL 33306

ARTICLE VIII. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are
3301 NE 33rd Street, Fort Lauderdale, FL 33308.

ARTICLE IX. INDEMNIFICATION


This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X.

This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment thereto, and any right

conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 14th day of December, 2000.



Billie Tarnove
Subscriber

State of Florida
County of Broward

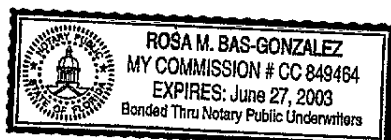
BEFORE ME, a Notary Public, authorized to take acknowledgements in the
State and County set for the above, personally appeared Billie Tarnove, known to
me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in
the State and County aforesaid this 14 day of December, 2000.



Notary Public, State of Florida

My Commission Expires:



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01 JAN - 8 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT

Pursuant to the provisions of Florida Statute §607.0501, 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:

The name of the corporation is: Beauty on the Beach, Inc.

The name of the Registered Agent is: Billie Tarnove

The address of the Registered Agent/Registered office is:

2810 East Oakland Park Blvd., Suite 102

Fort Lauderdale, FL 333306

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this appointment as Registered Agent and agree to act in this 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.



Billie Tarnove