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February 17, 2001

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

FILED

01 MAR -5 AM 9:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed, please find the Articles of Incorporation for *SHADES OF BEAUTY WILLIAMS, SPA, INC.* a Company to be Incorporated. We have also enclosed a check in the amount of \$78.75, to cover the following fees:

Filing Fees-	\$35.00
Registered Agent Designation-	35.00
Certified Copy-	<u>8.75</u>
Total	\$78.75

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Please kindly process the Articles of Incorporation and mail them to my office at the above letterhead address.

Thanking you in advance for your cooperation in this matter, we remain.

Sincerely submitted,

Felix J. Ortueta, CPA, CFE
Felix J. Ortueta, CPA, CFE

Enclosures

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ARTICLES OF INCORPORATION

OF

SHADES OF BEAUTY WILLIAMS' SPA, INC.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned subscriber who is of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt and acknowledge the following Articles of Incorporation for this Corporation:

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be SHADES OF BEAUTY WILLIAMS' SPA, INC. The initial mailing address of the Corporation shall be 30157 SW 161 Avenue, Homestead, Florida 33033.

ARTICLE II

Purpose and Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporations Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 10,000 shares common stock at \$1 par value.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuation as may be determined, from time to time, by the Board of Directors of the Corporation.

ARTICLES OF INCORPORATION
OF
SHADES OF BEAUTY WILLIAMS' SPA, INC.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Merveille Williams
30157 SW 161 Avenue
Homestead, Florida 33033

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE VI
Address or Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 30157 SW 161 Avenue, Homestead, Florida 33033 and the name of the initial Registered Agent of this Corporation is Michelle Williams.

ARTICLE VII
Number of Directors

The number of directors of this Corporation shall initially be two (2). The Corporation shall be managed by the Board of Directors. The exact number of directors may be increased or decreased from time to time, by the By Laws of the Corporation, but at no time shall there be less than one (1) Director.

The name and street address of the initial Directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

Merveille Williams – President
30157 SW 161 Avenue
Homestead, Florida 33033

Michelle Williams – Vice President
30157 SW 161 Avenue
Homestead, Florida 33033

ARTICLES OF INCORPORATION
OF
SHADES OF BEAUTY WILLIAMS' SPA, INC.

ARTICLE VIII
Subscriber

The name and street address of the Subscriber and the number of shares of stock subscribed are:

Merveille Williams
30157 SW 161 Avenue
Homestead, Florida 33033

100 Shares of Common Stock

ARTICLE IX
By Laws

The Board of Directors shall adopt By Laws for the Corporation. The By Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By Laws.

ARTICLE X
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLES OF INCORPORATION

OF

SHADES OF BEAUTY WILLIAMS' SPA, INC.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The Corporation shall have first lien on the shares of its members, and upon the dividends due them, for any indebtedness of such members to the Corporation.

IN WITNESS WHEREOF, the undersigned being the original Subscriber to the capital stock hereinabove name, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agreeing to take the number of shares hereinabove set forth, this 17th day of February, 2001.


Merveille Williams

SHADES OF BEAUTY WILLIAMS' SPA, INC.

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CERTIFICATE DESIGNATING REGISTERED AGENT SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Florida Statutes Sections 48.901 and 607.0501, the following is submitted:

SHADES OF BEAUTY WILLIAMS' SPA, INC., desiring to organize as a corporation under the laws of the State of Florida, has named Michelle Williams, as its initial Registered Agent, 30157 SW 161 Avenue, Homestead, Florida 33033, located at said address.

Date: February 17, 2001

By: Merveille Williams

Merveille Williams, President
Incorporator

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: February 17, 2001

By: Michelle Williams

Michelle Williams
Registered Agent

Sworn to and subscribed before me
this 17th day of February, 2001



Ivonne Mercado
MY COMMISSION # CC790269 EXPIRES
December 20, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Ivonne Mercado
Notary Public