

DIAL ACCOUNTING SERVICE

5972-3 University Boulevard, W.

Jacksonville, FL 32216

TEL: (904) 733-6625 FAX: (904) 733-6654

April 18, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32319

ATTN: New Filings

Gentlemen:

Enclosed are Articles of Incorporation for 4 new Corporations to be known as MAKE-UP BY DIANE, INC., MASH ENTERPRISES, INC., BIL-MAR ENTERPRISES, INC., and KERSCHER ENTERPRISES, INC., RESPECTIVELY.

Also enclosed is our check in the amount of \$315.00 to cover filing fees, designation of registered agents, and certificates of status for the corporations.

Please forward acknowledgements and initial correspondence to the above-named correspondent.

Sincerely yours,

Richard Wal

Richard Dial

PR 4/23/01 ✓

ARTICLES OF INCORPORATION
OF
KERSCHER ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the provisions of Florida Statutes,
Chapter 607, hereby adopts the following Articles of Incorporation

ARTICLE I

Name

The name of this Corporation shall be:

KERSCHER ENTERPRISES, INC.

ARTICLE II

Principal Office

The principal place of business and mailing address of this Corporation shall be:

507 Lakeway Drive
St. Augustine, FL 32084

ARTICLE III

Stock Authorization

The number of shares of stock that this Corporation is authorized to have
outstanding at any one time is: 5,000 shares, each having a par value of one dollar
(\$1.00).

ARTICLE IV

Registered Agent

The name and Florida address of the Initial Registered Agent are:

Richard Dial
5972 University Blvd., W.
Jacksonville, FL 32216

ARTICLE V

Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

Richard Dial
5972 University Blvd., W.
Jacksonville, FL 32216

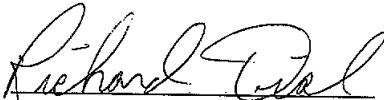
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ARTICLE VI

SECRETARY OF STATE
TALLAHASSEE, FLORIDAOfficers

The persons listed below are hereby appointed to the offices indicated by the
incorporator:

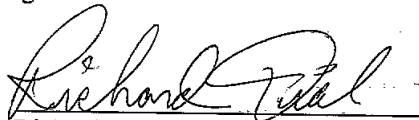
Klaus Kerscher, President, Treasurer
507 Lakeway Drive
St. Augustine, FL 32084


Richard Dial/Incorporator

4/18/2001
Date

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the
above-stated Corporation, at the place designated in this certificate, I hereby accept the
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.


Richard Dial/Registered Agent

4/18/2001
Date