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June 12, 2001

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

200004423072--8
-06/15/01--01091--002
*****70.00 *****70.00

Re: CLIENTELE BEAUTY, INC

Ladies and Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation to the above-named corporation. In addition, a check for the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy Fee	\$
Registered Agent Fee	\$35.00

NO COPY

Please file the original of the enclosed Articles of Incorporation. Thanking you in advance.

Very truly yours,

Jason K. Psaltides, Esq

FILED
01 JUN 15 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch JUN 18 2001

ARTICLES OF INCORPORATION
OF
CLIENTELE BEAUTY, INC.

FILED
01 JUN 15 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Incorporation:

ARTICLE I. Corporate Name

The name of this corporation is " CLIENTELE BEAUTY, INC."

ARTICLE II. Duration

The period of its duration is perpetual.

ARTICLE III. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. Capital Stock

The Corporation is authorized to issue one hundred (100) shares, all of one class of Common Stock at \$1.00 par value per share.

ARTICLE V. Initial Registered Agent and Office.

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent: Pat Riley
14101 NW 4th Street
Sunrise, FL 33325

Address of Corporation: 14101 NW 4th Street
Sunrise, FL 33325

ARTICLE VI. Initial Board of Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is: Pat Riley.

ARTICLE VII. Incorporators.

The name and address of the Incorporator signing these Articles of Incorporation is: Pat Riley.

ARTICLE VIII. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX. Informal Shareholder Action


Any action of the shareholders may be taken without a meeting may consent in writing setting forth the action so taken shall be signed by all shareholders entitled to vote and filed with the Secretary of the Corporation.


ARTICLE X. Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken

or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board or Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, this June 11, 2001.

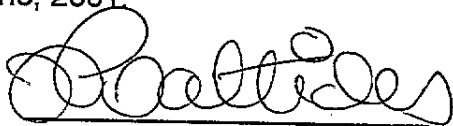

Pat Riley
Incorporator


Pat Riley
Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Pat Riley, to me known to be the person who executed the foregoing Articles of Incorporation (by producing a valid Florida driver license), and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 11th day of June, 2001.



NOTARY PUBLIC

My commission expires:



**CERTIFICATE OF 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.

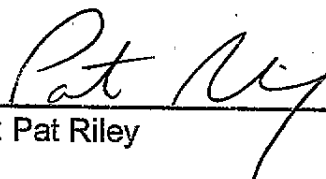
1. The name of the corporation is CLIENTELE BEAUTY, INC.
2. The name of the registered agent is Pat Riley
3. The address of the registered agent/registered office is

14101 NW 4th Street
Coral Gables, FL 33325

Acceptance

FILED
01 JUN 15 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


By: Pat Riley

Date: June 11, 2001