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Herbert Elliott

Attorney at Law

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November 13, 2001

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL 00001

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

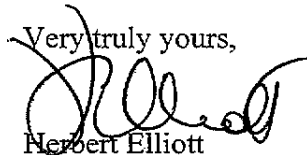
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*****78.75 *****78.75

Re: NORTHWOOD OAKS SALON AND DAY SPA, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for **NORTHWOOD OAKS SALON AND DAY SPA, INC.**, together with our check in the amount of \$78.75 to cover the filing fee. Kindly file the original Articles and provide us with a copy thereof.

If you have any questions, please feel free to contact me.

Very truly yours,

Herbert Elliott

HE:ber
Enclosures

11-26-01
WC

ARTICLES OF INCORPORATION
OF
NORTHWOOD OAKS SALON AND DAY SPA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby files for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

NORTHWOOD OAKS SALON AND DAY SPA, INC.

The principal place of business of this corporation shall be:

2519 McMullen Booth Road, Suite 204
Clearwater, Florida 33761

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address and mailing address of the initial registered office of the corporation shall be:

35 W. Lemon Street
Tarpon Springs, Florida 34689

The initial registered agent of the corporation is Herbert Elliott, whose address is 35 W. Lemon Street, Tarpon Springs, Florida 34689.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for 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 his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The name and address of the initial director is:

Karla S. Conway	2519 McMullen Booth Road, Suite 204
	Clearwater, Florida 33761

ARTICLE IX. OFFICERS

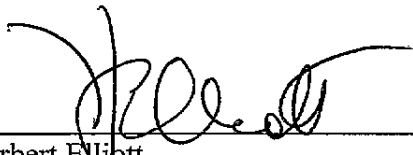
The name and address of the initial officer of the corporation shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

Karla S. Conway	President
2519 McMullen Booth Road, Suite 204	
Clearwater, Florida 33761	

ARTICLE X. INCORPORATOR

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

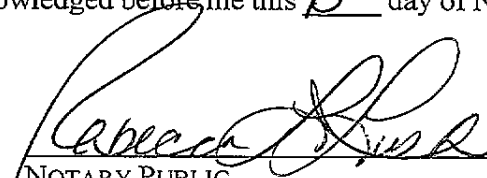
Herbert Elliott
35 W. Lemon Street
Tarpon Springs, FL 34689



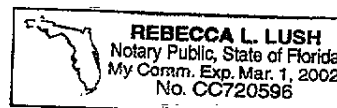
Herbert Elliott

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13th day of November, 2001
by Herbert Elliott.

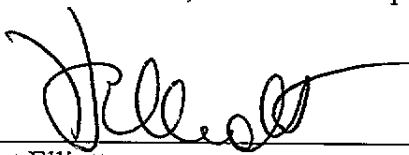


NOTARY PUBLIC
My Commission Expires:



ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.



Herbert Elliott