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LARSON & LARSON, P.A.

ATTORNEYS AT LAW

Practicing Domestic & International
Patent Trademark & Copyright Law
Trial and Appellate Litigation

H. WILLIAM LARSON

HERBERT W. LARSON

ALSO ADMITTED IN DELAWARE AND THE DISTRICT
OF COLUMBIA AND REGISTERED TO PRACTICE
BEFORE THE U. S. PATENT AND TRADEMARK
OFFICE, (REG. NO. 21008).

JAMES E. LARSON

REGISTERED TO PRACTICE BEFORE THE
U. S. PATENT AND TRADEMARK OFFICE
(REG. NO. 37867).

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LARGO, FL 33773-5504

727-546-0660

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January 3, 2002

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

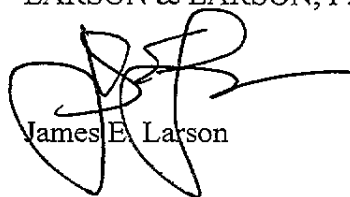
**Re: Incorporation of Beautiful Transitions, Inc.
My File 1574.0**

Dear Madam Secretary:

Enclosed in connection with the above is the Articles of Incorporation along with check no.
1344 for \$70.00 to cover the cost. Please direct all correspondence to the undersigned. Thank
you in advance for your assistance.

Very truly yours,

LARSON & LARSON, P.A.


James E. Larson

JEL/ml
Enclosures

2002 JAN -9 PM 1:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

File 1/14/02

ARTICLES OF INCORPORATION
OF
BEAUTIFUL TRANSITIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is BEAUTIFUL TRANSITIONS, INC.
2. The principal place of business and mailing address of the corporation is 940 Clearwater-Largo Road, Unit 103, Clearwater, Florida 33770.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000), no par value.
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The name and address of its registered agent and office in the State of Florida is James E. Larson, Esq., 11199 69th Street North, Largo, Florida 33773.

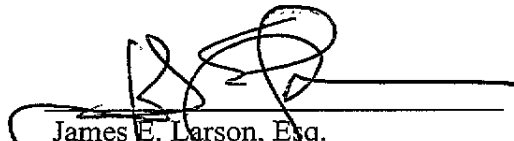
9. The name and mailing address of the persons who are to serve as a directors until the first annual meeting of the stockholders or until successors are elected and qualified are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Karen deVlaming	940 Clearwater-Largo Road, Unit 103, Clearwater, Florida 33770

10. The incorporator is James E. Larson, Esq., 11199 69th Street North, Largo, Florida 33773.

I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true.

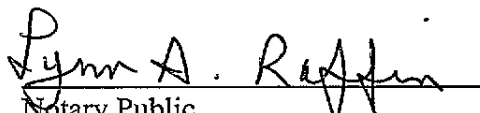
I, **THE UNDERSIGNED**, accept appointment as registered agent for BEAUTIFUL TRANSITIONS, INC. and state that I am familiar with and accept the obligations provided for in §607.0505 Florida Statutes.



James E. Larson, Esq.
STATE OF FLORIDA)
COUNTY OF PINELLAS)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me this 3rd day of January 2001 by James E. Larson, who is personally known to me.



Notary Public

Seal: _____

