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DIVISION OF CORPORATION

*RR
11/21/03*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 330974 4730365

AUTHORIZATION : *Patricia Piguit*

COST LIMIT : \$ 70.00

ORDER DATE : November 20, 2003

ORDER TIME : 11:30 AM

ORDER NO. : 330974-005

CUSTOMER NO: 4730365

CUSTOMER: Randall J. Perry, Esq
Randall J. Perry, Esq
44 Union Avenue
P.o. Box 108
Rutherford, NJ 07070

ARTICLES OF MERGER

BEAUTY BUYS.COM INC.

INTO

BEAUTY BUYS.COM INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

BEAUTY BUYS.COM INC.
(a New Jersey Corporation)

AND

BEAUTY BUYS. COM INC.
(a Florida Corporation)

FILED
03 NOV 21 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Beauty Buys. Com Inc. (New Jersey) with and into Beauty Buys. Com Inc. (Florida).

2. The merger of Beauty Buys. Com Inc. (New Jersey) with and into Beauty Buys. Com Inc. (Florida) is permitted by the laws of New Jersey as the jurisdiction of organization of Beauty Buys. Com Inc. (New Jersey) and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Beauty Buys. Com Inc. was July 25, 2002.

3. The shareholders of Beauty Buys. Com Inc. (Florida) entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be the date that the Articles of Merger are accepted for filing by the Secretary of State, State of Florida.

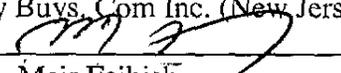
Executed on

Beauty Buys. Com Inc. (Florida)

By 
Name: Steven Barbella

Capacity: President

Beauty Buys. Com Inc. (New Jersey)

By 
Name: Mair Faibish

Capacity: Vice President

PLAN OF MERGER approved on July 25, 2002 by Beauty Buys. Com Inc., a business corporation organized under the laws of the State of New Jersey, and its Board of Directors on said date, and approved on July 25, 2002 by Beauty Buys. Com Inc., a business corporation organized under the laws of State of Florida, and its Board of Directors on said date.

1. Beauty Buys. Com Inc. (New Jersey) and Beauty Buys. Com Inc. (Florida) shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the laws of Florida, such being the jurisdiction of organization of Beauty Buys. Com Inc. (Florida), be merged with and into a single corporation, to wit, Beauty Buys. Com Inc. (Florida) which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under and pursuant to the provisions of the laws of Florida, such being the jurisdiction of its organization. The separate existence of Beauty Buys. Com Inc. (New Jersey), which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation; and said Certificate of Incorporation shall continue in full force until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The by-laws of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Because the identity of the shareholder of each of the surviving corporation and terminating corporation are the same, said shareholder has waived and relinquished its right to a stock conversion into stock of the surviving corporation and therefore each issued share of the terminating corporation shall not, upon the effective

date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved has been submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act and has been approved by them, and the merger of the terminating corporation with and into the surviving corporation has been authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and the State of Florida, and that they will cause to be performed all necessary acts herein and elsewhere to effectuate the merger.

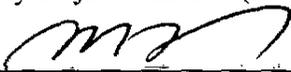
8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for in the State of New Jersey shall be the later of July 30, 2002, or the date the certificate of Merger is accepted for filing by the New Jersey Secretary of State.

10. Notwithstanding the approval of the Plan of Merger by the shareholders entitled to vote of the terminating corporation and the authorization of the merger upon behalf of the surviving corporation, the merger herein provided for may be abandoned at anytime prior to the effective date thereof in the State of New Jersey.

Beauty Buys. Com Inc. (New Jersey)

By



Mair Faibish, Vice President

Beauty Buys. Com Inc. (Florida)

By



Steven Barbella, President