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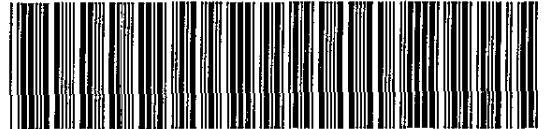
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F. G. W. 2003 FEB 21

TRANSMITTAL LETTER

FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: Superstar Spa, Inc.

Dear Representative,

The enclosed Articles of Incorporation and check for \$78.75 are submitted to register the above referenced corporation to transact business in the state of Florida.

Please return all correspondence concerning this matter to the following:

Brenda Gross
300 Arthur Godfrey Road Suite 100
Miami Beach, FL 33140

Should you need to call someone concerning this matter, please call:

Brenda Gross at (561) 715-3137

ARTICLES OF INCORPORATION
of
Superstar Spa, Inc.

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The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

Article 1

The name of the Corporation shall be:

Superstar Spa, Inc.

Article 11

The principle place of business and mailing address of this corporation shall be:

**300 Arthur Godfrey Road Suite 100
Miami Beach, FL 33140**

Article 111

The corporation is authorized to have outstanding one class of stock. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. The maximum number of shares of common stock which the corporation is authorized to have outstanding is **1,000** shares at a par value of **\$1** per share.

Article 1V

The corporation shall have perpetual existence.

Article V

The purpose of this corporation is to provide cosmetic and beauty care services to the public.

The foregoing purpose (s) and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose (s) which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

Article VI

The name and address of the initial registered agent is:

Brenda Gross
300 Arthur Godfrey Road Suite 100
Miami Beach, FL 33140

Article VII

The name and address of each of the members of the initial Board of Directors and who shall hold office for the first year of existence of this corporation, and until their successors are elected or appointed are as follows:

DIRECTORS:

Brenda Gross
300 Arthur Godfrey Road Suite 100
Miami Beach, FL 33140

OFFICERS:

President

Brenda Gross
300 Arthur Godfrey Road Suite 100
Miami Beach, FL 33140

Ivon Giraldo

Secretary

300 Arthur Godfrey Road Suite 100
Miami Beach, FL 33140

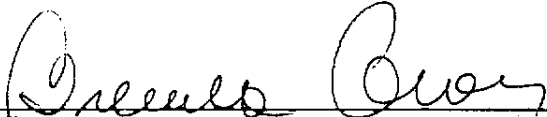
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617-0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Superstar Spa, Inc.**
2. The name and address of the registered agent and office is:

Brenda Gross
300 Arthur Godfrey Road Suite 100
Miami Beach, FL 33140

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 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.


Signature

2-16-03
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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Article VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved by vote.

The NAME(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Brenda Gross
300 Arthur Godfrey Road Suite 100
Miami Beach, FL 33140

The undersigned incorporator (s) has (have) executed these Articles of Incorporation this 18th day of **February** 2003.



Signature

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