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SECRETARY OF CORPORATIONS  
03 JUN -2 PM 2:32

6-5-03

## TRANSMITTAL LETTER

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

SUBJECT: Faces Plus, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Kendra James  
Name (Printed or typed)

1727 San Bernardino Way  
Address

Naples, FL 34109  
City, State & Zip

239 253-1491  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

### ARTICLE I - NAME

The name of this corporation is Faces Plus, Inc.

### ARTICLE II – PRINCIPAL OFFICE

The mailing address of this corporation shall be:  
1727 San Bernadino Way  
Naples, Florida 34109

### ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

### ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares"

### ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1727 San Bernadino Way, Naples, Florida 34109 and the name of the initial registered agent of this corporation at that address is Kendra James, an individual.

### ARTICLE VI – INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and successors shall have been duly elected and qualified, or until the earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and addresse of the initial Director is

President: Kendra James  
1727 San Bernadino Way  
Naples, Florida 34109

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#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Kendra James  
1727 San Bernadino Way  
Naples, Florida 34109

#### ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

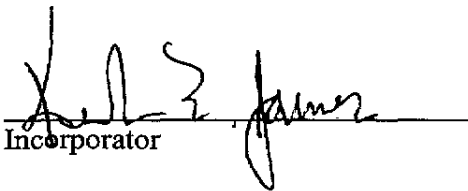
#### ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: May 29, 2003

Kendra James

  
Incorporator

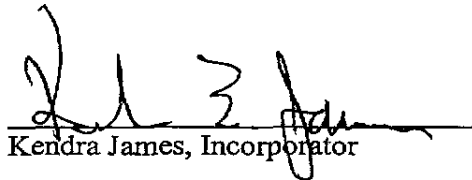
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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

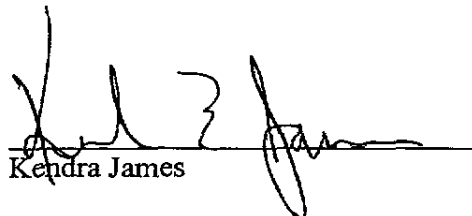
First that Faces Plus, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Kendra James, a Florida resident, located at 1727 San Bernadino Way, Naples, Florida 34109, as its agent to accept service of process within Florida.

Dated: May 27, 2003

  
Kendra James, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 29, 2003

  
Kendra James