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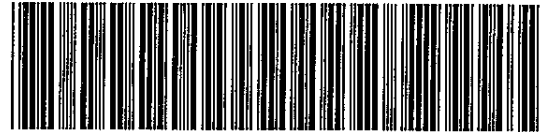
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05 SEP -8 PM 1:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SEP 08 2005

Ames

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: CORPORATION - Visage Salon, Inc.

Dear Sir:

Enclosed please find one original and one copy of Articles of Amendment for the above corporation.

Also find enclosed our check in the amount of \$35.00 to cover the filing fee costs. Please mail the papers to the following address:

Fischer & Associates Accounting, Inc.
10601-210 San Jose Blvd
Jacksonville, Florida 32257

Very truly yours,

A handwritten signature in cursive script, appearing to read 'N. Carter'.

Nancy Carter

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

VISAGE SALON, INC.

FILED
05 SEP -6 PM 1:
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Article IX and X, as per attachment

SECOND: The date of adoption of the amendment(s) was:
August 15, 2005

THIRD: Adoption of Amendments (CHECK ONE)

X The amendments were approved by the shareholders.
The number of votes cast for the amendments was
sufficient for approval.

 The amendments were approved by the shareholders
through voting groups.

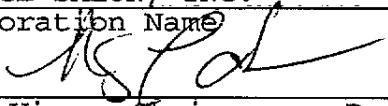
 The amendments were adopted by the board of
directors without shareholder action and
shareholder action was not required.

 The amendments were adopted by the incorporators
without shareholder action and shareholder action
was not required.

Dated 8-30, 2005

VISAGE SALON, INC.

Corporation Name

By 
(Chairman, Vice Chairman, President or other
officer)

NANCY CARTER

Typed or printed name

PRESIDENT

Title

VISAGE SALON, INC.

ARTICLE IX SHALL BE AMENDED AS FOLLOWS:

The names and street addresses of the Board of Directors, who shall hold office until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
NANCY CARTER	10918 MERRYWOOD DRIVE JACKSONVILLE, FLORIDA 32256

ARTICLE X SHALL BE AMENDED AS FOLLOWS:

The following shall hold office named until their successors shall be regularly elected and shall be qualified:

<u>NAME</u>	<u>ADDRESS</u>
NANCY CARTER - PRES., SEC., TREAS.	10918 MERRYWOOD DRIVE JACKSONVILLE, FLORIDA 32256
JOHN CARTER - VICE-PRES.	10918 MERRYWOOD DRIVE JACKSONVILLE, FLORIDA 32256

FOR VALUE RECEIVED, the undersigned, MARY E. TRACEY, of VISAGE SALON, Inc. hereby sells, assigns and transfers to NANCY CARTER, an individual, and her successors and assigns 150 shares of the common stock of VISAGE SALON, Inc., which constitutes 30 % of the common stock outstanding, represented by Certificate No. 4, inclusive, standing in the name of the undersigned in the books of said company. This transfer shall be valid subject to the following terms agreed to by both parties:

The undersigned also hereby irrevocably constitutes and appoints Jim D. Fischer, attorney in fact, to transfer the said stock on the books of said company with full power of substitution in the premises.

Signed this 15th day of AUGUST, 2005.

Mary E. Tracey
Transferor:

[Signature]
Transferee:

[Signature]
Witness: