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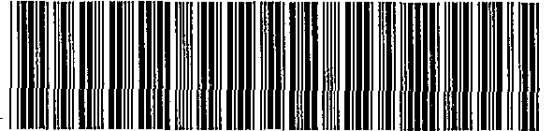
(Business Entity Name)

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~~FILED DATE~~  
06/03/04

DIVISION OF CORPORATION

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June 4, 2004

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

The Face Place, Inc.

**Filing Evidence**

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF INCORPORATION  
OF  
THE FACE PLACE, INC.

FILED DATE  
06/03/04

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TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is The Face Place, Inc.

ARTICLE II.

The duration of the corporation is perpetual, and the time of commencement of its corporate existence shall be the date of execution of these Articles of Incorporation.

ARTICLE III.

The general purposes for which the corporation is organized are:

(1) To engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the business.

(2) To acquire by lease, purchase, gift, devise, contract, concession or otherwise, and to hold, own, develop, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every kind, nature and description whatsoever.

(3) To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal in and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

(4) To enter into, make and perform contracts of every kind

and description with any person, firm, association, or corporation, municipality, body politic, country, territory, estate, government, or colony or dependency thereof.

(5) To acquire, and to make payment thereof in cash or the stock or bonds of the corporation or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

(6) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, of the Florida Statutes Annotated.

IN GENERAL, to do any or all things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in concert with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida.

#### ARTICLE IV.

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

#### ARTICLE V.

The street address of the initial registered office of the corporation is 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204, and the name of its initial registered agent at such address is W. Robinson Frazier.

#### ARTICLE VI.

The principal office of the corporation is 3304 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082.

ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is two (2). The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Neil F. Ronco	3304 Sawgrass Village Circle Ponte Vedra Beach, FL 32082
Deborah R. Ronco	3304 Sawgrass Village Circle Ponte Vedra Beach, FL 32082

ARTICLE VIII.

The name and address of the incorporator are as follows:  
Neil F. Ronco, 3304 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082.

ARTICLE IX.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

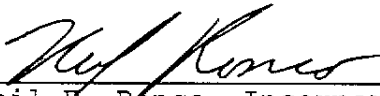
(c) The contract or transaction is fair and reasonable as to

the corporation at the time it is authorized by the board, a committee, or the stockholders.

ARTICLE X.

There shall be no power to levy any assessment on any shares of the stock of this corporation.

EXECUTED by the undersigned at Ponte Vedra Beach, St. Johns County, Florida, on this 3rd day of June, 2004.

  
\_\_\_\_\_(SEAL)  
Neil F. Ronco, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PRO-  
CESS MAY BE SERVED PURSUANT TO FLORIDA STATUTES SECTION 48.091**

In pursuance of Section 48.091, Florida Statutes, the follow-  
ing is submitted in compliance with said statute section:

First: That The Face Place, Inc., desiring to organize under  
the laws of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation at City of Ponte Vedra  
Beach, St. Johns County, State of Florida, has named W. Robinson  
Frazier, 1515 Riverside Avenue, Suite A, Jacksonville, Florida  
32204, as its agent to accept service of process within the state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said statute section relative to keeping open said  
office on this 3rd day of June, 2004.

By: 

W. Robinson Frazier, Registered Agent

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