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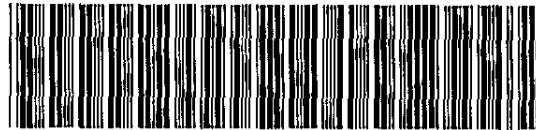
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CLERK OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 808293 9666A

AUTHORIZATION :

Patricia Knight

COST LIMIT : \$ 70.00

ORDER DATE : July 16, 2004

ORDER TIME : 2:16 PM

ORDER NO. : 808293-005

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq
Gray, Ackerman & Haines, P.a.

Suite 1
125 Ne First Avenue
Ocala, FL 34470-6675

DOMESTIC FILING

NAME: BELLEZZA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 19, 2004

CSC

SUBJECT: BELLEZZA, INC.
Ref. Number: W04000027469

We have received your document for BELLEZZA, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 404A00045582

ARTICLES OF INCORPORATION
OF
BELLEZZA MEDSPA, INC.

FILED
04 JUL 20 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator executes and adopts the following Articles of Incorporation for the Corporation:

ARTICLE 1.

1.01 Name and Address. The name of the Corporation is **BELLEZZA MEDSPA, INC.**, and the mailing address of the Corporation is 125 NE First Avenue, Suite 1, Ocala, FL 34470. The address of the Corporation's principal office is 125 NE First Avenue, Suite 1, Ocala, FL 34470.

ARTICLE 2.

2.01 Duration. The period of duration of the Corporation is perpetual.

ARTICLE 3.

3.01 Purpose. The purpose of the Corporation is to sell cosmetic and personal appearance products and services to the public, including the franchising of business opportunities for the sale of such products and services, and to lease or own any and all real property, equipment, fixtures, or other personal property necessary or advisable to carry out the corporate purposes, and all other purposes permitted by law.

3.02 Corporate Powers. The Corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

3.03 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

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FOR
BELLEZZA MEDSPA, INC.

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ARTICLE 4.

4.01 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares in Classes. The shares of the Corporation shall initially be in a single class. Upon vote of a majority of the shareholders the shares of the Corporation may be divided into voting and non-voting shares. Otherwise, there will be no classes of shares of the Corporation.

ARTICLE 5.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may

ARTICLES OF INCORPORATION
FOR
BELLEZZA MEDSPA, INC.

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count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

6.01 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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FOR
BELLEZZA MEDSPA, INC.

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6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.05 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE 7.

7.01 Organizing Director. The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of this Corporation is:

<u>Name</u>	<u>Address</u>
TIM D. HAINES	125 NE First Avenue, Suite 1 Ocala, FL 34470

ARTICLE 8.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is Tim D. Haines, whose mailing address is 125 NE 1st Avenue, Suite 1, Ocala, FL 34470.

ARTICLE 9.

9.01 Incorporator. The name and address of the person signing these Articles is Tim D. Haines, whose mailing address is 125 NE 1st Avenue, Suite 1, Ocala, FL 34470.

ARTICLES OF INCORPORATION
FOR
BELLEZZA MEDSPA, INC.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this

15th day of July, 2004.

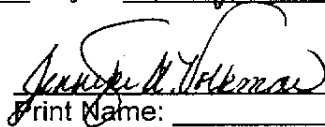


TIM D. HAINES

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Tim D. Haines, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 15th day of July, 2004.



Print Name: _____

JENNIFER A. VOLKMAR
Notary Public, State of Florida
My comm. expires January 1, 2007
Comm. No. DD 167134

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Tim D. Haines, whose address is 125 NE 1st Avenue, Suite 1, Ocala, FL 34470, is the initial registered agent named in the Articles of Incorporation to accept service of process for **BELLEZZA** ^{MEDSPA, INC.} a corporation organized under the laws of the State of Florida and he hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 15th of July, 2004.



TIM D. HAINES