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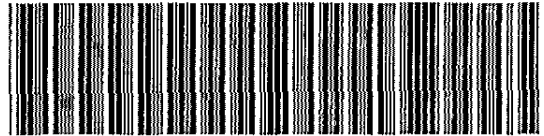
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 NOV 30 AM 11:30

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 NOV 30 PM 1:07

DEFECTIVE DATE
11-23-04

PB 12/1

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

All About Lookal, Inc.

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

_____ Cert. Copy _____

☒ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

Signature _____

Requested by: *WL*

Name _____

Date *11/30*

Time *11:00*

Walk-In _____

Will Pick Up _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
ALL ABOUT LOOKS!, INC.

EFFECTIVE DATE
11-33-04

ARTICLE 1: NAME & ADDRESS

The name of the corporation is: ALL ABOUT LOOKS!, INC., 2208 US HWY 19, HOLIDAY, FL 34691

ARTICLE 2: DURATION

The corporation shall exist perpetually. In accordance with section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$1 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is ..ALL ABOUT LOOKS!, INC. 2208 US HWY. 19, HOLIDAY, FL 34691. The name of the registered agent of the Corporation is FELICIA MADEWELL.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of the Corporation are:

FELICIA MADEWELL, Incorporator
2832 RAVENDALE LN.
HOLIDAY, FL 34654

CAROLYN McGUIRE , Incorporator
9130 RUGER DR.
NEW PORT RICHEY, FL 34655

ARTICLE 7: INCORPORATORS

The name and address of each person signing these Article is:

FELICIA MADEWELL , Incorporator
2832 RAVENDALE LN.
HOLIDAY, FL 34654

CAROLYN McGUIRE , Incorporator
9130 RUGER DR.
NEW PORT RICHEY, FL 34655

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this corporation, in ratio that the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial bylaws shall be adopted by the Board of directors. The power to alter, amend or appeal the Bylaws or adopt new bylaws is vested in the Board of directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

The 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 shareholder is subject to this reservation.

In witness whereof, the undersigned has executed these Articles of Incorporation this 23th day of NOVEMBER 23, 2004.

x Felicia Madewell

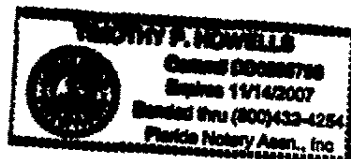
x Carolyn McGuire

**STATE OF FLORIDA
COUNTY OF PASCO**

The foregoing Article of Incorporation were acknowledged before me this 23th day of NOVEMBER, 2004 by FELICIA MADEWELL & CAROLYN McGUIRE , known personally to me and who did take an oath.

sign
print

Notary Public - State of Florida



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place and time designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 23th day of NOVEMBER, 2004.

Felicia Madue

FILED - STATE
SECRETARY OF CORPORATION
DIVISION
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