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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ZULY'S BEAUTY SALON & SPA CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OR

ZULY'S BEAUTY SALON & SPA CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ZULY'S BEAUTY SALON & SPA CORP.

The principal place of business of this corporation shall be:
15624 SW. 72 ST.
MIAMI, FL. 33193

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United State, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 X \$ 10.00 = \$1,000.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

ZULAYME SALAZAR
4284 SW. 97 AVE.
MIAMI, FL. 33165

DIRECTOR

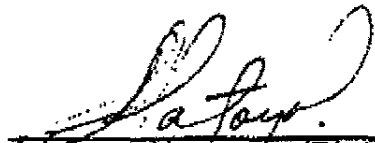
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Article of Incorporation is (are):

ZULAYME SALAZAR
4284 SW. 97 AVE.
MIAMI, FL. 33165

PRESIDENT, SECRETARY & TREASURER
100 shares

The undersigned has(have) executed these Article of Incorporation this 15 th. day of August, 2005.



Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:_____

ZULY'S BEAUTY SALON & SPA CORP.

2. The name and address of the registered agent and office is_____

ZULAYME SALAZAR
(Name)

4284 SW. 97 AVE.

(P. O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33165

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESI AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FUR THER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMACE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS MY POSITION AS REGISTERED AGENT.

SIGNATURE _____



DATE 8-15-05