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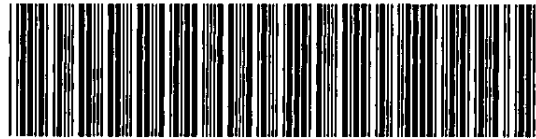
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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March 20, 2007

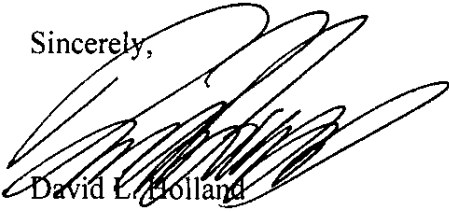
Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: **FRESH FACES BY B.J., INC.**

Dear Sir or Madam:

Enclosed are an original and one copy of the articles of incorporation for the above corporation and a check in the amount of \$87.50 for filing fees, designation of registered agent, certified copy of the articles, and a certificate of status. Thank you in advance for your assistance, and if you have any questions please feel free to call me.

Sincerely,



David L. Holland
Legal Assistant

/dlh

Enclosures

ARTICLES OF INCORPORATION
OF
FRESH FACES BY B.J., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Ch. 607, Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

Article I

The name of the Corporation ("Corporation") is FRESH FACES BY B.J., INC.

Article II

The existence of the Corporation shall begin on the date these articles of incorporation are filed with the Department of State.

Article III

The street address and mailing address of the principal office of the Corporation is:

3080 Aycock Road
Cottondale, FL 32431

Article IV

The maximum number of shares this Corporation is authorized to issue is 600, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Article V

The initial street address of the Corporation's registered agent is:

3080 Aycock Road
Cottondale, FL 32431

The initial registered agent for the Corporation at that address is Jo Davis.

Article VI

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's by-laws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Jo Davis
3080 Aycock Road
Cottdale, FL 32431

Rebecca Adams
1388 Adams Road
Cottdale, FL 32431

Article VI

The names and addresses of the initial officers of the corporation shall be:

Jo Davis.....President
3080 Aycock Road
Cottdale, FL 32431

Rebecca Adams.....Vice-President
1388 Adams Road
Cottdale, FL 32431

Eddie Davis.....Secretary/Treasurer
3080 Aycock Road
Cottdale, FL 32431

Article VII

The name and address of the person signing these articles of incorporation are:

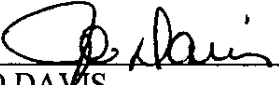
Jo Davis
3080 Aycock Road
Cottdale, FL 32431


Rebecca Adams
1388 Adams Road
Cottdale, FL 32431

Article VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on March 15, 2007.


JO DAVIS
Incorporator


REBECCA ADAMS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FRESH FACES BY B.J., INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under Florida Statute 607.0501(3).


JO DAVIS
March 15, 2007

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TALLAHASSEE, FLORIDA