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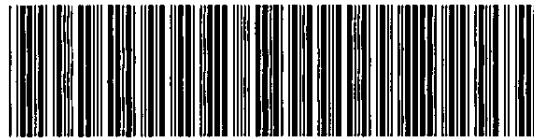
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FILED
2008 MAR 28 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

4-3-08

CST Business & Financial Services

1500 N. University Drive
Suite 235
Coral Springs, FL 33071
TEL: (954) 323-8224 / FAX (954) 323-4057
Email: cstfinancial@hotmail.com

March 25, 2008

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Ika's Faces Inc.

Gentlemen:

I have enclosed on behalf of subject client the Articles of Amendment and Restatement with the applicable fees.

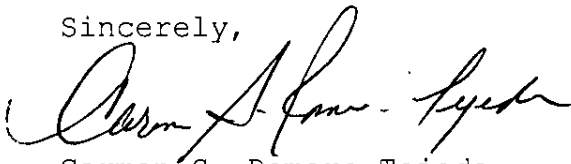
Please return all correspondence concerning this matter to:

Carmen S. Romero-Tejeda
CST Business & Financial Services
1500 N. University Drive, Suite 235
Coral Springs, FL 33071

The enclosed check for \$35.00 represents the filing fee for the amendment and restatement of the Articles of Incorporation and the issuance of a certificate of status.

For further information concerning this matter, please contact me, the undersigned at (954) 323-8224.

Sincerely,



Carmen S. Romero-Tejeda

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IKA'S FACES INC.**

FILED
2008 MAR 28 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation were adopted by the director(s) under Chapter 607 of the Florida Statutes. Each amendment set forth in this Amended and Restated Articles of Incorporation was approved by the shareholder(s) by a vote sufficient for approval of this amendment. These Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation, as filed.

ARTICLE 1 - NAME

The old name of the Corporation is listed below; the name of this Florida Profit Corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this amendment document.

Current/New Name: **IKA'S FACES INC.**
Old Name: **IKA'S FACES INC.**

ARTICLE 2 - DATE OF ARTICLES OF INCORPORATION

The Articles of Incorporation for the corporation were filed on June 13, 2007 and assigned document number P07000069103.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of the Corporation's is 205 Lake Pointe Drive #105, Fort Lauderdale, FL 33309 and the mailing address is the same as the street address.

ARTICLE 4 - INCORPORATOR

The name and street address of the Incorporator of this Corporation is Elsa V. Tirado Quinones whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Elsa V. Tirado Quinones
Vice President:	Rodrigo Gonzales
Secretary:	Elsa V. Tirado Quinones
Treasurer:	Elsa V. Tirado Quinones

The address of the officers shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTORS

The Director(s) of the Corporation shall be:

Elsa V. Tirado Quinones
Rodrigo Gonzales

whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may

authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986 as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholder's share of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDER'S RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file of the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Amended and Reinstated Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall be notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial name and Florida street address of the registered agent of this Corporation is Elsa V Tirado Quinones, 205 Lake Pointe Drive #105, Fort Lauderdale, FL 33309.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

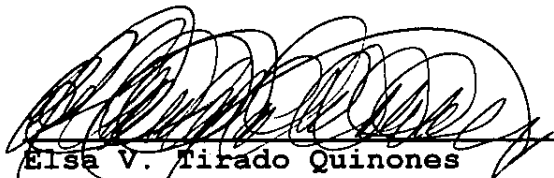
ARTICLES 15 - EFFECTIVE DATE

These Amended and Reinstated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLES 16 - AMENDEMENTS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Reinstated Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Amended and Reinstated Articles of Incorporation are granted subject to his/her reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Amended and Reinstated Articles of Incorporation under the laws of the State of Florida, this 25th day March 2008.



Elsa V. Tirado Quinones
President & Director of Ika's Faces Inc.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/OFFICE

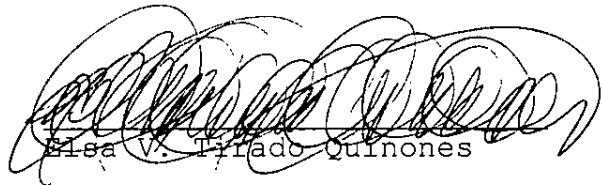
CORPORATION:

Ika's Faces Inc.

REGISTERED AGENT/OFFICE:

ELSA V. TIRADO QUINONES
295 LAKE POINTE DRIVE, #105
FORT LAUDERDALE, FL 33309

I agree to act as registered agent and to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Elsa V. Tirado Quinones