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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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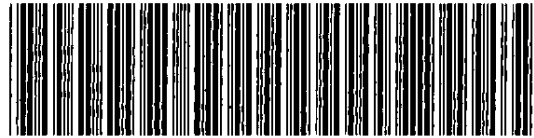
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 AUG 19 AM 8:14

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8/21/08

**The Schwartz**  
**LAW GROUP**  
Attorneys and Counselors at Law

10365 Hood Road  
Suite 105  
Jacksonville, Florida 32257

Tel: 904.292.0222  
Fax: 904.292.0044

**August 15, 2008**

**Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314**

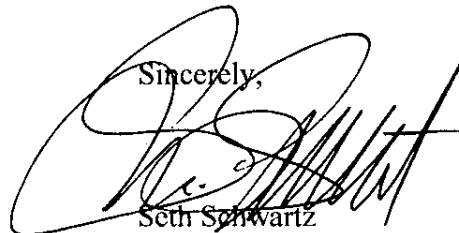
Re: *Timeless Faces, Incorporated*

To Whom It May Concern:

Enclosed, please find the Articles of Incorporation for Timeless Faces, Incorporated, as required for filing. Additionally, a check in the amount of seventy-eight dollars and seventy-five cents (\$78.75) is included, representing the required incorporation filing fees. I would appreciate your filing these documents for incorporation of Timeless Faces, Inc.

Should you have any questions or comments, please do not hesitate to contact me at (904) 292-0222.

Sincerely,

A handwritten signature in black ink, appearing to read 'Seth Schwartz', is written over the word 'Sincerely,'. The signature is stylized with a large, looping initial 'S'.

Seth Schwartz

cc: Cheryl Dirks  
Enclosures: As stated

SAS/jdt

**ARTICLES OF INCORPORATION OF  
TIMELESS FACES, INCORPORATED**

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08 AUG 19 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation adopts these articles to form a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, and other laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the corporation is **TIMELESS FACES, INCORPORATED.**

**ARTICLE II**

**Principal Office**

The principal office and mailing address of this corporation is **1300 Mallard Landing Boulevard North, St. Johns, Florida 32259.**

**ARTICLE III**

**Purpose**

The general nature of the business to be transacted by the corporation is:

Any activity or business permitted under the laws of the State of Florida and the United States of America, including, but not limited to, the following:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares,

merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock option to officers, employees, directors and

others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

#### ARTICLE IV

##### Term of Existence

The corporation shall have perpetual existence effective August 14, 2008.

#### ARTICLE V

##### Capital stock

The capital stock of the corporation shall be Two Thousand (2,000) Shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE VI

##### Registered Agent

The address of the initial registered office of this corporation is **1300 Mallard Landing Boulevard North, St. Johns, Florida 32259**. The name of the initial registered agent at that address is **Cheryl Dirks**.

ARTICLE VII

Board of Directors

The business of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of one to three members.

ARTICLE VIII

Subscriber

The name and address of the person signing these articles of incorporation as subscriber is **Cheryl Dirks**, whose address is **1300 Mallard Landing Boulevard North, St. Johns, Florida 32259**.

ARTICLE IX

Amendment

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any rights conferred on the shareholders are subject to this reservation.

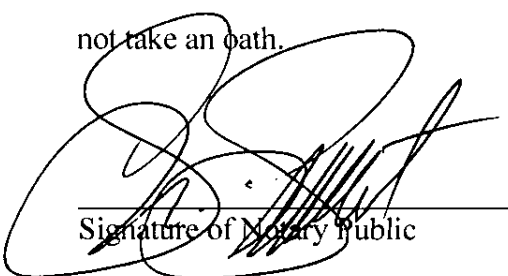
**IN WITNESS WHEREOF**, the undersigned subscriber executed these articles of incorporation on the 14 day of August, 2008.

Cheryl K. Dirks  
Subscriber

STATE OF FLORIDA}  
COUNTY OF DUVAL}

The foregoing Articles of Incorporation of Timeless Faces, Incorporated, was acknowledged before me this 14 day of August, 2008, by Cheryl Dirks, who is personally known to me (or who has produced FL DL as identification) and who did not take an oath.

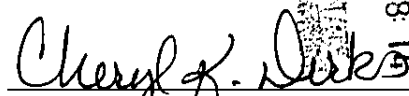
NOTARY PUBLIC-STATE OF FLORIDA  
Seth Schwartz  
Commission # DD770985  
Expires: APR. 20, 2012  
BONDED THRU ATLANTIC BONDING CO., INC.

  
\_\_\_\_\_  
Signature of Notary Public

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Executed this 14 day of August, 2008.

  
\_\_\_\_\_  
Cheryl Dirks

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08 AUG 19 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA