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JAC L WEITZMAN  
11430 N.W. 109 Road  
Miami, Florida 33176

OF COUNSEL  
David Rosenblatt

Telephone (305)596-5202  
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March 3, 1995

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

10000014215011  
-03/06/95--01085--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Faces Company

Dear Sirs:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation.

Also enclosed please find our check in the amount of \$122.50 to cover your filing fee.

Please return the confirmation copy to us in the stamped, self-addressed envelope provided. If you have any questions or need any further information, please do not hesitate to contact my office.

Very truly yours,

  
Linda V. Smith  
for JACL L. WEITZMAN, ESQ.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR -6 AM 9:35

Is/

Enclosure

3-8  
KON

**ARTICLES OF INCORPORATION**

**OF**

**FACES COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAR -6 AM 9:35

**ARTICLE I**

**NAME**

The name of the corporation is Faces Company.

**ARTICLE II**

**DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States or Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered office and agent of this corporation is:

- (a) Registered Agent - Jack L. Weitzman
- (b) Registered Agent Office - 11420 S. W. 109 Road

Miami, Florida 33176

## **ARTICLE VI**

### **PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The principal office of the Corporation is c/o Jack L. Weitzman, P.A., 11420 S.W. 109 Road, Miami, Florida 33176. The mailing address of the Corporation is c/o Jack L. Weitzman, P.A., 11420 S.W. 109 Road, Miami, Florida 33176.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have three Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

#### **Directors**

**ISAAC BROJDE**

Apartado 564  
Maracaibo, VENEZUELA

**CECILIA BROJDE**

Apartado 564  
Maracaibo, VENEZUELA

**DENISE GONZALEZ**

12500 S.W. 112th Avenue  
Miami, Florida 33176

## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:  
Jack L. Weitzman, 11420 S. W. 109 Road, Miami, FL 33176.

## **ARTICLE IX**

### **AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles this 3rd day of March, 1995.

  
JACK L. WEITZMAN

STATE OF FLORIDA)  
                                  )SS:  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JACK L. WEITZMAN, known to me and known by me to be the person who executed the foregoing articles and acknowledged to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 3rd day of March, 1995.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Printed Name: Linda V. Smith

My Commission Expires:



LINDA V SMITH  
My Commission CC334450  
Expires Dec. 06, 1997  
Bonded by HAI  
800-422-1555

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.0501 and 607.0505, Florida Statutes.

DATED this 3rd day of March, 1995.

  
\_\_\_\_\_  
JACK L. WEITZMAN  
REGISTERED AGENT