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A BRIGHTER IMAGE OF S. FLA., INC.
2720 S.W. 92ND. COURT
Miami, FL 33165

June 10, 1995

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

Attn: Mr. Steven Godfrey

RE: A Brighter Image of S. Fla., Inc.

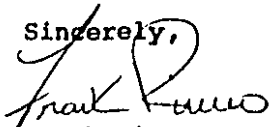
Dear Mr. Godfrey:

Enclosed please find the Articles of Incorporation for the referenced corporation. .

If you have any questions, please contact me at (305) 220-7728.

Your prompt attention to this matter is greatly appreciated.

Sincerely,


Frank Rivero
Registered Agent

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ARTICLES OF INCORPORATION

OF

A BRIGHTER IMAGE OF S. FLA., INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is A Brighter Image of S. Fla., Inc. The address of the principal office of this corporation shall be 2720 S.W. 92nd. Court, Miami, Florida 33165, and the mailing address shall be the same.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgement of the Articles by the Secretary of State.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of capital stock with a par value of \$1.00 per share.

ARTICLE FIVE

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE SIX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SEVEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2720 S.W. 92nd Court, Miami, Florida 33165 and the name and address of the initial registered agent of the corporation is Frank Rivero, 12735 S.W. 66th Terr. Drive, Miami, Florida 33183.

ARTICLE EIGHT

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

Fernando Mederos
2720 S.W. 92nd. Court
Miami, Florida 33165

Frank Rivero
12735 S.W. 66th Terr. Drive
Miami, Florida 33183

ARTICLE NINE

INCORPORATORS

The names and addresses of the persons signing these Articles are:

Fernando Mederos
2720 S.W. 92nd. Court
Miami, Florida 33165

Frank Rivero
12735 S.W. 66th Terr. Drive
Miami, Florida 33183

ARTICLE TEN

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE TWELVE

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 9th day of June, 1995.


FERNANDO MEDEROS


FRANK RIVERO

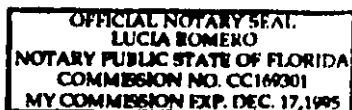
STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, the undersigned authority, personally appeared Fernando Mederos and Frank Rivero, to me well known and known to be the persons described in an who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 9th day of June, 1995.



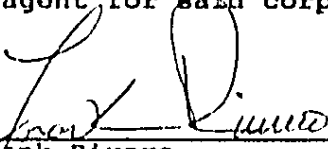

NOTARY PUBLIC
State of Florida

My commission expires:

Personally Known _____
or
Type of I.D. Produced
FL Dr's Lic

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I heroby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.



Frank Rivoro