

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-7000
904-222-9141

800-342-0086



Handwritten: P9600007747

RECEIVED
96 JAN 24 PM 3:13
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 014676 7101936

AUTHORIZATION :

Handwritten: Rebecca Lopez

COST LIMIT : 470.00

ORDER DATE : January 22, 1996

ORDER TIME : 1:40 PM

ORDER NO. : 014676

CUSTOMER NO: 7101936

700001637157

CUSTOMER: Mr. Alan A. Stegel
MR. ALAN A. STEGEL

Suite 350
7300 Sand Lake Road
Orlando, FL 32819

DOMESTIC FILING

NAME: FACES INTERNATIONAL INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

COMBINER'S INITIALS:

T. BROWN JAN 25 1996

FILED
96 JAN 24 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 JAN 24 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FACES INTERNATIONAL INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FACES INTERNATIONAL INC.

The address of the principal office of this corporation shall be 7380 Sand Lake Road, Suite 350, Orlando, Florida 32819, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Alan A. Siegel
Dir.

7380 Sand Lake Road, Suite 350
Orlando, Florida 32819

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 24, 1996.

Gail Shelby
Its Agent, Gail Shelby
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: *Gail Shelby*
Its Agent, Gail Shelby
Authorized Service Representative
Corporation Service Company

ACG

P96000007747



CHIPPENDALES

7380 Sand Lake Road, Suite 350 • Orlando, Florida 32819

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

SECRETARY OF STATE
TELEPHONE 385-1100
SPFEB 7 3 PM 1994

RECEIVED
FILED

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

500002075785--7
-02/03/97--01037--013
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten: P9600 0007747
FL Diss
2 3-97

Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Faces International Inc.

SECOND: The articles of incorporation were filed on: 1/10/97

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 10th day of January, 1997

Signature

Alan Siegel
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Alan Siegel
(Typed or printed name)

President
(Title)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB -3 PM 1:41

ARTICLES
AND
FILED