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March 14, 1996

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

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-03/19/96--01059--012
****122.50 ****122.50

Re: Articles of Incorporation of About Face International, Inc.
Our File No. 96-035

Gentlemen:

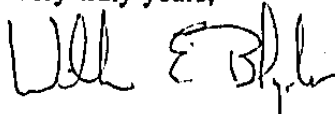
Enclosed you will find the following:

1. Original and one copy of Articles of Incorporation.
2. Certificate of Designation Registered Agent/Registered Office.
2. Check payable to Secretary of State in the amount of \$122.50.

Please file the Articles and forward a certified copy to this office in the enclosed self-addressed stamped envelope.

Thank you for your assistance.

Very truly yours,



William E. Blyler

WEB/bpe
Enclosures (as stated)

cc: client

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FILED
56 MAR 18 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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86 MAR 18 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ABOUT FACE INTERNATIONAL, INC.

The undersigned hereby associates herself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

ABOUT FACE INTERNATIONAL, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the Laws of the United States and of the Laws of the State of Florida.

ARTICLE III

The authorized capital stock of this corporation shall be 7,500 shares of common stock at a par value of \$1.00 per share. The shareholders are hereby granted a preemptive right to any new issues of stock.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the shareholders of the corporation; property, services or labor may be purchased or paid for with the capital stock at a just valuation to be fixed by the shareholders.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall be not less than \$500.00.

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved according to Law.

ARTICLE VI

The place of business shall be 4200 NE 26th Avenue, Fort Lauderdale, Florida 33308, with the privilege of having branch offices at other places within or without the State of Florida. Further, the shareholder may from time to time, move the principal place of business of this corporation to any other address within or without the State of Florida.

ARTICLE VII

The business of this corporation shall be managed by its shareholders, rather than by a Board of Directors. In the management of the business of the corporation, the act of the shareholders representing a majority of the outstanding shares of the corporation

entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one (1) vote in person, or in proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote represented in person or proxy, shall constitute a quorum at any meeting of shareholders for the management of the business of the corporation.

ARTICLE VIII

The name and address of the subscriber and initial shareholder of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Eve A. Bandolik	4200 NE 26th Avenue Fort Lauderdale, FL 33308

ARTICLE IX

The street address of the initial registered office of the corporation is 1901 West Cypress Creek Road, Suite 415, Fort Lauderdale, FL 33309, and the name of the registered agent of the corporation is William E. Blyler, P. A.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders at a shareholder's meeting by vote of the shareholder voting the majority of the stock capable of being voted, unless all shareholders sign a written agreement manifesting their intention that a certain amendment of

these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th
day of March 1996.

Eve A. Bandolik
Eve A. Bandolik

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 14th day of March 1996, personally
came and appeared before me, the undersigned authority, **EVE A. BANDOLIK**, who
produced _____, as identification, or who is personally known to me to
be the person described in and who executed the foregoing instrument, and she acknowledged
before me that she executed the same of her own free and voluntary act and deed for the uses
and purposes set forth and expressed therein.

WITNESS my hand and official seal the day and year first above written.

William E. Blyler
NOTARY PUBLIC

WILLIAM E. BLYLER
(printed or typed name of Notary)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0571, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ABOUT FACE INTERNATIONAL, INC.

2. The name and address of the Registered Agent and office is:

**WILLIAM E. BLYLER, P.A.
1901 W. Cypress Creek Road, Suite 415
Fort Lauderdale, FL 33309**

FILED
MAR 18 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

WILLIAM E. BLYLER, P.A.

By: William E. Blyler, Esq.

Date: 3-14-96

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 14th day of March, 1996, personally came and appeared before me, the undersigned authority, WILLIAM E. BLYLER, ESQ., who is personally known to me to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same of his own free and voluntary act and deed for the uses and purposes set forth and expressed therein.

WITNESS my hand and official seal the day and year first above written.

Hayley P. Weir
NOTARY PUBLIC

Hayley P. Weir
(printed or typed name of Notary)

