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Leslie Howard Berger, J.D.
ATTORNEY AT LAW

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PEMBROKE PINES
HOLLYWOOD, FLORIDA 33024-3677

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March 14, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

000001750040
-03/19/96--01145--009
*****70.00 *****70.00

RE: Shani Tal, Inc.

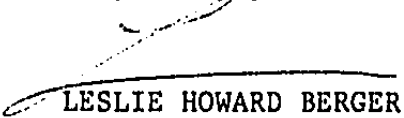
Dear Sir:

In connection with the above-captioned corporation, I enclose herewith the original and a copy of the Articles of Incorporation, together with my check for \$70.00 representing the cost of filing.

Please send a copy of the filed articles to the undersigned.

Thank you for your kind attention to this matter.

Very truly yours,


LESLIE HOWARD BERGER, J.D.

LHB/dr
enc.

FILED
96 MAR 19 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 25 1996

ARTICLES OF INCORPORATION
OF
SHANI TAL, INC.

FILED
96 MAR 19 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the corporation is:

SHANI TAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To establish, maintain and conduct training schools, courses and programs in connection with the purchase, sale, import, export, license, distribution, design, manufacture and merchandising, and of articles used or required in the use thereof or used in connection therewith; and to conduct seminars in connection with the marketing of products; and to engage in consultant and advisory work in connection with the operation and marketing of its products.

To buy, sell, manufacture, import and export and generally deal in cosmetics and all types of beauty preparations, including, without limitation, shampoos, cleansers, lotions, oils, powders, clays and beauty supplies now known or hereafter to be known.

To engage in the business of selling goods as a wholesaler, distributor or retailer or otherwise and to act as an agent or broker in the sale of goods of every kind and description, to do all things necessary to the accomplishment of the purposes set forth herein.

To write, display, prepare, place and publish in any manner, advertisements and publicity devices and innovations of all kinds for itself or for others; to print, publish, display and distribute pamphlets, brochures, magazines and display cards; to arrange for placement of advertising in publications of all kinds.

To conduct and carry on, in all of its departments and branches, the business of cosmetology; to render services for stimulating the growth of human hair; to sell

products for cleansing, massaging, and exercising the scalp, face, neck, arms and body and to buy and sell any and all products intended to enhance the appearance of persons.

(b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(c) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(d) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind or building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction work.

(e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commission agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

(f) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of in building supplies and equipment incidental to the construction business.

(g) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any other acts and things, and to exercise any and all powers which a co-partnership or natural person could do and

exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied.

ARTICLE IV-CAPITAL STOCK

The capital stock of this corporation shall be divided into 1,000 shares of common stock of \$.10 par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V-PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same, class or series as that which he already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

AND PRINCIPAL OFFICE

The street address of the initial registered office^{and principal office} of this corporation is:

2213 North University Drive

Pembroke Pines, Florida 33024

and the name of the initial registered agent of this corporation at that address is:

LESLIE HOWARD BERGER, J.D.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

SHANI GLANTZ

c/o Berger

2213 North University Drive
Pembroke Pines, Florida 33024

ARTICLE VIII-INCORPORATOR

The name and address of the person signing these articles is:

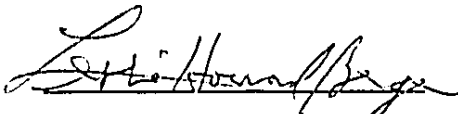
LESLIE HOWARD BERGER, J.D.

2213 North University Drive
Pembroke Pines, Florida 33024

ARTICLE IX-INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 13 day of March, 1996.


LESLIE HOWARD BERGER, J.D.

STATE OF FLORIDA :
COUNTY OF BROWARD : SS:

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared LESLIE HOWARD BERGER to me personally known or who produced _____ as identification and known by me to be the person who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at said County and State this 13 day of March, 1996.

My Commission Expires:



DIANE M. BAKER
MY COMMISSION # 00205546 EXPIRES
July 18, 1997
ISSUED THROUGH FARMER'S GROUP, INC.


Notary Public State of Florida

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: SHANI TAL, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

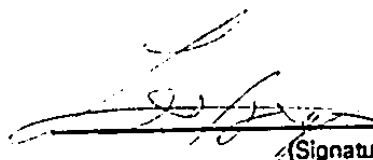
LESLIE HOWARD BERGER, J.D.
(Name)

2213 North University Drive
(Street address - P. O. Box not acceptable)

Pembroke Pines, Florida 33024
(City/State/Zip)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Having been named as registered agent and 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.*


(Signature)

MARCH 13, 1996
(Date)

Registered Agent filing fee \$35.00