

APRIL 8, 1996

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32301

RE: NEW CORPORATE FILING
AAA

DEAR SIR/MADAM:

ENCLOSED PLEASE FIND EXECUTED ARTICLES OF INCORPORATION, COPY
OF SAME AND A CHECK IN THE AMOUNT OF \$70.00.

AFTER FILING SAME AND ISSUING A CERTIFICATE OF INCORPORATION,
PLEASE FORWARD THE DATE STAMPED COPY AND CHARTER TO:

RICHARD W. DEAN, ESQ.
6363 NW 6 WAY, SUITE 210
FT. LAUDERDALE, FL 33309

THANK YOU.

500001777155
-04/11/96--01090--007
*****70.00 ***** 0.00

APR 16 1996

BSE

FILED
APR 11 PM 9:57
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FACES ONLY, INC.**

FILED
96 APR 11 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

FACES ONLY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
**7000 S.W. 62 AVE.
S. MIAMI, FL 33143**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE DOLLAR (1.00) per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

**MARIA E. BARCENA
7000 S.W. 62 AVE.
S. MIAMI, FL 33143**

ARTICLE V INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

**MARIA E. BARCENA
7000 S.W. 62 AVE.
S. MIAMI, FL 33143**

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:

**MARIA E. BARCENA
7000 S.W. 62 AVE.
S. MIAMI, FL 33143**

The undersigned has (have) executed these Articles of Incorporation this date: **APRIL 5, 1996**

Maria Barcena
MARIA E. BARCENA, Incorporator

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

Pursuant to the provisions of section 607.0501, 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: **FACES ONLY, INC.**
2. The name and address of the registered agent and office is: **MARIA E. BARCENA
7000 S.W. 62 AVE.
S. MIAMI, FL 33143**

SIGNATURE
TITLE:

Maria Barcena
PRESIDENT

DATE: MARCH 4, 1996

Having been named 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.

Maria Barcena
Registered Agent

APRIL 5, 1996
Date