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STATE OF FLORIDA

MIAMI FL 33136-3501

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BEAUTY & SCENTS, INC.

FAX AUDIT NUMBER: H96000008607

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/20/1990

TIME REQUESTED: 15:00:51

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FLORIDA DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
BEAUTY & SCENTS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE

The name of the Corporation and its principal office is located at: BEAUTY & SCENTS, INC.
1050 92 Street
Suite 4
Bay Harbor Islands, Florida 33154

ARTICLE II. NAME OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

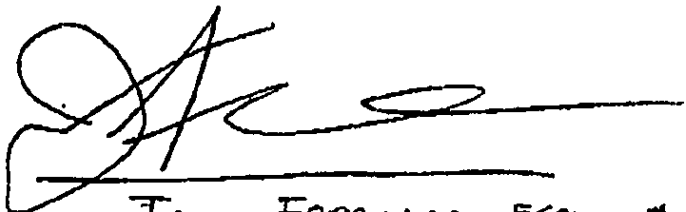
ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One and 00/100 (\$1.00) Dollar per share.

Shares may be issued only for consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.



Jon Freeman Esq. #15946
3800 S. Ocean Dr. #219 305-455-0800
Hollywood, FL 33019

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ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of corporation is:

Donna Davidson
1050 92 Street
Suite 4
Bay Harbor Islands, Florida 33154

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this corporation and her street address is:

Donna Davidson
1050 92 Street
Suite 4
Bay Harbor Islands, Florida 33154

The person named as initial director shall hold office for the first year of existence of the corporation or until her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Donna Davidson
1050 92 Street
Suite 4
Bay Harbor Islands, Florida 33154

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

In compliance with section 40.091, Florida Statutes the following is submitted:

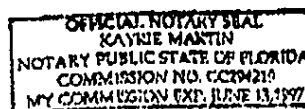
That--BEAUTY & SCENTS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1050 92 Street, Suite 4, Bay Harbor Islands, Florida 33154, County of Dade, State of Florida, has named Donna Davidson, 1050 92 Street, Suite 4, Bay Harbor Islands, Florida 33154, County of Dade, State of Florida, as its agent to accept service of process within this state

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Signature: *Donna Davidson*
Donna Davidson, registered agent

Dated: 6/19/96



07\wp61\tampb\beauty.s01

June 19, 1996
State of Florida
County of Dade
Kaylie Martin
Notary Public

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ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by at least the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the incorporator, has executed the foregoing Articles of Incorporation as of the day of 6/19, 1996.

BY: Donna Davidson
Donna Davidson

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, a Notary Public, personally appeared Donna Davidson, known to be the person described as incorporator and who executed the foregoing Articles of Incorporation for the reasons expressed therein.

WITNESS my hand and seal at Dade County, Florida this 19 day of June, 1996.

OFFICIAL NOTARY SEAL
KAYUE MARTIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC294219
NOTARY PUBLIC, STATE OF FLORIDA
Notary's Name: Kayue Martin

() personally known to me
() produced the following identification GW BANK Account holder

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