



LAW OFFICES

**STEINBERG, SLEWETT
& YAFFE, P.A.**

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PAUL D. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

June 19, 1996

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

600001875626
-06/26/96--01011--019
****122.50 ****122.50

RE: TOP BEAUTY AND WELLNESS SHOWS, INC.

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Aquariations, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One hundred twenty-two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,

PAUL B. STEINBERG

PBS/mc
enc.

FILED
96 JUN 24 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW YORK OFFICE
674 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

6-26-96
KR

**ARTICLES OF INCORPORATION
OF
TOP BEAUTY AND WELLNESS SHOWS, INC.**

FILED
96 JUN 26 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOP BEAUTY AND WELLNESS SHOWS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses 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 one hundred (100) shares of common stock having \$5.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business of the corporation shall be 767 Arthur Godfrey Road, Miami Beach,

Florida 33140, or such other location as the Board of Directors may designate.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpotually.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber of this corporation is:

Paul B. Steinberg
767 Arthur Godfrey Road
Miami Beach, Florida 33140

ARTICLE VIII. OFFICERS

The name and street address of the officers of this corporation is:

NAME/ADDRESS

POSITION

Egon Ellenberg
767 Arthur Godfrey Road
Miami Beach, Florida 33140

President

Paul B. Steinberg
767 Arthur Godfrey Road
Miami Beach, Florida 33140

Secretary

ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140,

and the name of the initial registered agent of this corporation at that address is ROBERT D. SLEWETT.


IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 19 day of June, 1996.


PAUL B. STEINBERG
Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared PAUL B. STEINBERG, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 19 day of June, 1996.

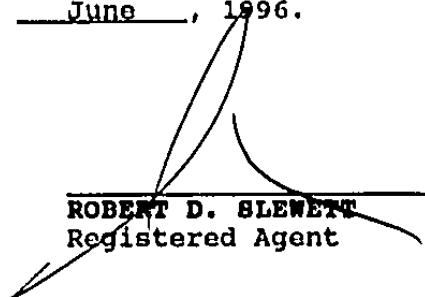

NOTARY PUBLIC
State of Florida at Large



ACCEPTANCE BY REGISTERED AGENT

The undersigned heroby accepts the foregoing appointment as registered agent for **TOP BEAUTY AND WELLNESS SHOWS, INC.** and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 19th day of June, 1996.



ROBERT D. SLEWETT
Registered Agent

FILED
96 JUN 24 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA