

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK.No. _____
 BY ARP _____

WALK-IN
 Will Pick Up 1/29/97

RE: 2001 Creations, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search	400002067844--3	
<input type="checkbox"/> Driving Record	-01/24/97--01026--024	
<input type="checkbox"/> Document Retrieval	*****70.00 *****70.00	
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RECEIVED
 97 JAN 24 AM 10:23
 DIVISION OF CORPORATION
 FILED
 97 JAN 24 PM 12:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
2001 CREATIONS, INC.**

FILED
97 JAN 24 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is 2001 CREATIONS, INC.

The principal place of business of this corporation shall be 1532 Oakridge Drive West, Jacksonville, County of Duval, Florida 32225.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until and if the same be amended pursuant to the provisions of the Florida Business Corporation Act, and which shall include the authority of the corporation to transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act, are as follows:

To operate a full-service beauty salon.

To have all of the powers conferred upon corporations organized under the Florida Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is One Thousand (1,000), all of which are of a par value of One dollar (\$1.00) and each of which are to be common shares of the same class.

Each share of stock, regardless of class, shall share equally in the distribution of assets of the Corporation with no preference other than as to the election of directors residing in any class of stock.

FIFTH: The address of the initial registered office of the corporation in the State of Florida is 1532 Oakridge Drive, Jacksonville, County of Duval, Florida 32225; and the name of the initial registered agent of the corporation at such address is Butsch Lewis, Jr..

SIXTH: The name and address of the initial member of the Board of Directors are as follows:

Butsch Lewis, Jr.	1532 Oakridge Drive Jacksonville, FL 32225
-------------------	---

Future directors shall be elected in the manner set forth in the Bylaws.

SEVENTH: The name and address of the incorporator are as follows:

Christopher L. Nuland
1400 Prudential Drive, Suite 4
Jacksonville, FL 32207

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to his action in his official capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director, and

shall inure to the benefit of the heirs, executors and administrators of such a person.

Signed on January 23, 1997.


Christopher L. Nuland, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF DUVAL)

On this 22nd day of May 1996, before me, a Notary Public in and for the State and County aforesaid, personally appeared Christopher L. Nuland, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of 2001 CREATIONS, INC., and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said corporation.

Witness my hand and seal of office on the day and year aforesaid.



VANCEY MCKALOPE
My Commission CC621884
Expires Jan. 02, 2000



Notary Public

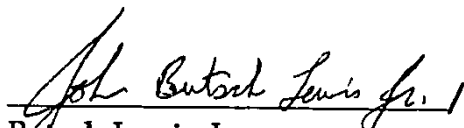
Christopher L. Nuland Commission Expires:
Who is personally known to me

(SEAL)

FILED
97 JAN 24 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be serviced within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Butsch Lewis, Jr.