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BEAUTY PLUS, INC.
12580 N.E. 5TH AVENUE
N. MIAMI, FL 33161

MARCH 13, 1997

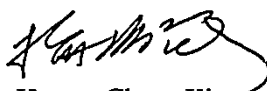
SECRETARY OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL 32314

Dear sir or madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fee, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Kwang Choon Kim
Beauty Plus, Inc.
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BEAUTY PLUS, INC.

FILED

97 MAR 17 PM 4:06

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

CORPORATE NAME

The name of this corporation is **BEAUTY PLUS, INC.**

ARTICLE II

PURPOSE

This corporation is organized for the purpose of engaging in any activities of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

DURATION

This corporation shall exist perpetually unless dissolved according to Florida laws.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue five thousand shares (5,000) of one dollar (\$1.00) par value Common Stock which shall be designated "Common Shares".

ARTICLE V

PRE - EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorated share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By Laws, but never be less than one (1). The name and address of the initial director is:

NAME	ADDRESS
KWANG CHOON KIM	12580 N.E. 5 TH AVENUE N. MIAMI, FL 33161

ARTICLE VII

INCORPORATORS

The name and address of person signing these Articles is:

NAME	ADDRESS
KWANG CHOON KIM	12580 N.E. 5 TH AVENUE N. MIAMI, FL 33161

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

ARTICLE X

REGISTERED OFFICE AND AGENT

The name and address of the initial registered and principal office of this corporation is:

NAME	ADDRESS
KWANG CHOON KIM	12580 N.E. 5 TH AVENUE N. MIAMI, FL 33161

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 12th day of March, 1997.



Subscriber: KWANG CHOON KIM

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

OF

BEAUTY PLUS, INC.


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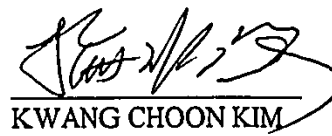
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Sections 48.091 and 607.034, the following is
submitted

The above corporation, desiring to organize under the laws of State of Florida
which its registered office as indicated in the Articles of Incorporation has named Kwang
Choon Kim, located at 12580 N.E. 5th Avenue, City of N. Miami, State of Florida, as its
agent to accept service of process within Florida.


KWANG CHOON KIM
Incorporator

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes relative to the proper
performance of my duties.


KWANG CHOON KIM
Registered Agent