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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: KARLEE'S BODY HEAT, INC.

AUDIT NUMBER.....H97000007749

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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(5)

ARTICLES OF INCORPORATION

OF

KARLEE'S BODY HEAT, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I
NAME

The name of this corporation is:

KARLEE'S BODY HEAT, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation is:

3485 Lake Worth Road, Unit 2
Lake Worth, Florida 33460

ARTICLE III
DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of the sale of skin care products and application thereof; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or

George D. Psolnos, P.A.
1655 Palm Beach Lakes Blvd., Suite 106
West Palm Beach, Florida 33401
(561) 640-9010
Florida Bar #339857

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individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with no par value per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1655 Palm Beach Lakes Blvd., Suite 106
West Palm Beach, Florida 33401

The name of the initial registered agent of this corporation at that address is:

George D. Psalinos, P.A.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. However, the number of directors may be either increased or diminished from time to time in accordance with this corporation's by-laws, but there shall never be less than one director. The name and address of the initial directors of this corporation is:

Tina Bergen
3485 Lake Worth Road, Unit 2
Lake Worth, Florida 33460

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**ARTICLE VIII
INCORPORATOR**

The name and mailing address of the undersigned incorporator signing these Articles of Incorporation is:

Tina Bergen
3485 Lake Worth Road, Unit 2
Lake Worth, Florida 33460

**ARTICLE IX
AMENDMENT**

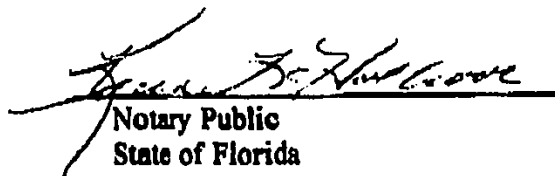
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of May, 1997.


Tina Bergen

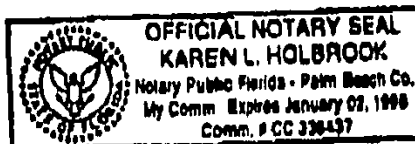
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 9th day of May, 1997, by Tina Bergen, as Incorporator and as Registered Agent, who is personally known to me/who has produced _____ as identification and who did/did not take an oath.


Notary Public
State of Florida

My Commission Expires:

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CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Karlee's Body Heat, Inc. at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section §607.0505 of the Florida Statutes.

Dated: May 9, 1997

George D. Psoinos, P.A.
Registered Agent
1655 Palm Beach Lakes Boulevard
Suite 106
West Palm Beach, FL 33401

By: 
George D. Psoinos, Esq., for the firm

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