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**ALSO ADMITTED IN SOUTH CAROLINA

***ALSO ADMITTED IN NEW YORK

ALSO ADMITTED IN DISTRICT OF COLUMBIA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 29 AM 11:09

PALM BEACH OFFICE

ISLAND NATIONAL BANK BLDG., SUITE 203

180 ROYAL PALM WAY

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 659-0200

FACSIMILE (561) 659-0942

PLEASE REPLY TO

May 14, 1997

North Palm Beach

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: BEAUTY MARK, INC.

700002182967--3
-05/19/97--01096--017
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

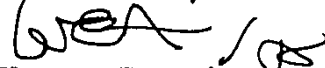
Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00
	<hr/>
	\$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Kindly enter the current date into the ASSIGNMENT BY THE SOLE INCORPORATOR OF THE ARTICLES OF INCORPORATION. Thank you!

Very truly yours,

Avis & Avis, P.A.


Warren E. Avis, Jr.

Enclosures

RP
5-29-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 21, 1997

AVIS & AVIS, P.A.
1201 U.S. HWY 1, STE. 435
NORTH PALM BEACH, FL 33408

SUBJECT: BEAUTY MARK, INC.
Ref. Number: W97000011908

We have received your document for BEAUTY MARK, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 597A00027491

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 29 AM 11:09

BEAUTY STUDIO, INC.

The undersigned incorporator ALAN F. ANDERSON for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

BEAUTY STUDIO, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

BAY 20, 3099 FOREST HILL BOULEVARD, WEST PALM BEACH, FL 33406

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

**ALAN F. ANDERSON
C/O AVIS & AVIS, P.A.
1201 U.S. HIGHWAY ONE, SUITE 435
NORTH PALM BEACH, FL 33408**

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ALAN F. ANDERSON
C/O AVIS & AVIS, P.A.
1201 U.S. HIGHWAY ONE, SUITE 435
NORTH PALM BEACH, FL 33408

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

BOUNMY LOUANGSIYOTHA
BAY 20, 3099 FOREST HILL BOULEVARD, WEST PALM BEACH, FL 33406

ARTICLE VII

NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this 27 day of MAY, 1997.



ALAN F. ANDERSON, Incorporator

STATE OF FLORIDA)
)
PALM BEACH COUNTY) SS.

Before me personally appeared ALAN F. ANDERSON, to me well known to be the person described and who produced PERSONALLY KNOWN as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 27 day of MAY, 1997.

Margaret E. Bush
Notary Public, State of Florida at Large

MARGARET E. BUSH
Name of Acknowledger

My Commission Expires:

OFFICIAL NOTARY SEAL
MARGARET E. BUSH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC541900
MY COMMISSION EXP. MAR. 30, 2000

CERTIFICATE OF DESIGNATION

FILED
CLERK OF SUPERIOR COURT
JUDICIAL CIRCUIT IN AND FOR
NORTH PALM BEACH, FLORIDA

REGISTERED AGENT/REGISTERED OFFICE

97 MAY 29 AM 11:09

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

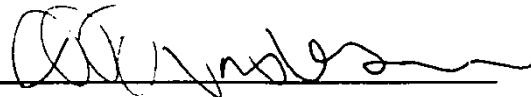
1. The name of the corporation is:

BEAUTY STUDIO, INC.

2. The name and address of the registered agent and office is:

ALAN F. ANDERSON
C/O AVIS & AVIS, P.A.
1201 U.S. HIGHWAY ONE, SUITE 435
NORTH PALM BEACH, FL 33408

SIGNATURE



TITLE

INCORPORATOR

DATE

MAY 27, 1997

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


ALAN F. ANDERSON

DATE

MAY 27, 1997