

P97000051496

H. Bryant Sims

Attorney at Law

7301 S. Dixie Highway
West Palm Beach, FL 33405
Phone: (561) 588-7662

97 JUN -9 AM 10: 56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply to: P.O. Box 2153
Palm Beach, FL 33480-2153
Fax: (561) 588-7674

June 5, 1997

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

RE: E & H Enterprise Systems, Inc.

300002205483--4
-06/09/97--01050-013
****122.50 ****122.50

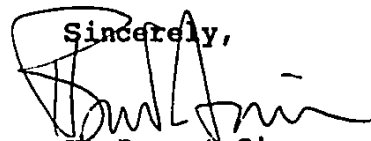
To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation on the above-referenced corporation. I have also enclosed my Trust Account check number 84005 in the amount of \$122.50.

I would request that you forward a Certified Copy of the Articles to me.

Thank you for your cooperation in this matter.

Sincerely,



H. Bryant Sims

HBS/gch
Enclosures

OK
6/11/97

FILED

97 JUN -9 AM 10:56

ARTICLES OF INCORPORATION

OF

TALLAHASSEE, FLORIDA

E & H ENTERPRISE SYSTEMS, INC.

We the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be:

E & H ENTERPRISE SYSTEMS, INC.

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation will be to own, acquire and operate various business operations, including engaging in the development, manufacture and sale of skin care products. To include retail and wholesale purchase, exchange and sale of any and all items involved in such business. To engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

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

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 5612 South Dixie Highway, Suite 103, West Palm Beach, Florida 33405.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is **H. BRYANT SIMS, ESQUIRE.**

ARTICLE VIII

This Corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors are:

ELENA ZABALA
5612 South Dixie Highway
Suite 103
West Palm Beach, Florida 33405

HECTOR ZABALA
5612 South Dixie Highway
Suite 103
West Palm Beach, Florida 33405

ARTICLE IX

The name and address of the Incorporator signing these

Articles is:

ELENA ZABALA
5612 South Dixie Highway
Suite 103
West Palm Beach, Florida 33405

ARTICLE X

The Officers of the Corporation shall be:

ELENA ZABALA - PRESIDENT AND SECRETARY
HECTOR ZABALA - VICE PRESIDENT & TREASURER

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed

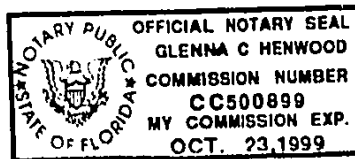
FILED

these Articles of Incorporation on the 30 day of April, 1997. 07 JUN 1997 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Elena Zabala
ELENA ZABALA

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared,
ELENA ZABALA, who produced as identification FL. Drivers License
265-52-0076,
_____, known to me and by me to be the persons who
executed the above Articles of Incorporation, for the purposes
therein expressed.



Glenna C. Henwood
GLENN C. HENWOOD
NOTARY PUBLIC
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper performance of my duties. Dated this 30th day of April, 1997.

H. Bryant Sims
H. BRYANT SIMS, ESQUIRE