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BARRY M. STEAGALL

ATTORNEY AND COUNSELLOR

AT

LAW

6500 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33707

TELEPHONE (813) 343-4511
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ADMITTED - U.S. SUPREME COURT
ADMITTED - VIRGINIA BAR

August 18, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

800002275908--0

-08/25/97--01058--005

****122.50 ****122.50

Re: Articles of Incorporation
Cosmetic Secrets, Inc.

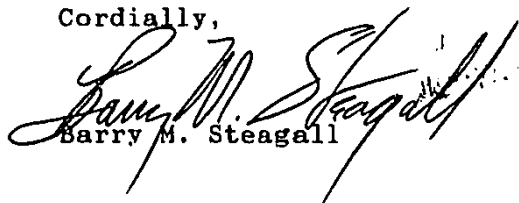
Dear Madam or Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for Cosmetic Secrets, Inc. both of which have been fully executed. We request that you file this proposed newly formed corporation. A check in the amount of \$122.50 is enclosed to cover the filing fees.

Please return the executed copy and certify same.

Your attention and cooperation are appreciated.

Cordially,


Barry M. Steagall

BMS/ks
Enclosures

BMC
8/26/97

FILED
97 AUG 25 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COSMETIC SECRETS, INC.

FILED

97 AUG 25 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, natural persons, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME OF BUSINESS. The name of the proposed corporation shall be: COSMETIC SECRETS, INC.

ARTICLE TWO

NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is: To engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or executed by corporations organized for profit.

ARTICLE THREE

INITIAL CAPITAL. The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE FOUR

CAPITAL STOCK. The total number of shares of stock which this corporation shall have authority to issue is Five Hundred (500) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

TERM OF EXISTENCE. This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE SIX

ADDRESS OF BUSINESS. The initial address of the principal office of the proposed corporation in the State of Florida shall be:

123 108th Avenue
Treasure Island, FL 33706

ARTICLE SEVEN

DIRECTORS. The number of directors of this corporation shall be three (3). The name and address of the directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and who have qualified are:

JAMES E. THOMAS
143 94th Avenue, #3
Treasure Island, Florida 33706

BROWER B. YERGER
900 Cove Cay Drive
Unit 4C
Clearwater, Florida 34620

MARCIA D. MURDOCH
900 Cove Cay Drive
Unit 4C
Clearwater, Florida 34620

ARTICLE EIGHT

SUBSCRIBERS. The names and addresses of the subscribers of this corporation are:

JAMES E. THOMAS
143 94th Avenue, #3
Treasure Island, Florida 33706

BROWER B. YERGER
900 Cove Cay Drive
Unit 4C
Clearwater, Florida 34620

MARCIA D. MURDOCH
900 Cove Cay Drive
Unit 4C
Clearwater, Florida 34620

ARTICLE NINE

REGISTERED AGENT AND REGISTERED OFFICE. COSMETIC SECRETS, INC., names and designates JAMES E. THOMAS, as Registered Agent of the corporation and also establishes 143 94th Avenue, #3, Treasure Island, Florida 33706, as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

ARTICLE TEN

RESIDENT AGENT. COSMETIC SECRETS, INC., with its principal place of business being located at 123 - 108th Avenue, Treasure Island, Florida 33706, designates and establishes JAMES E. THOMAS, of 143 - 94th Avenue, #3, Treasure Island, Florida 33706, as its Resident Agent for the purposes of service of process within the State of Florida.

IN WITNESS WHEREOF, we, the undersigned subscribers to this instrument, Articles of Incorporation of COSMETIC SECRETS, INC. do

place our hands and seals on this 21st day of August, 1997, at St. Petersburg, Pinellas County, Florida.

IN THE PRESENCE OF:

Rebecca Brown

Bonnie Thure

James E. Thomas
JAMES E. THOMAS

Gregory Peterson

Charles A. McCray

Brower B. Yerger
BROWER B. YERGER

Richard C. Jones

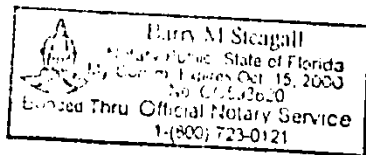
D.M. Murdock

Marcia D. Murdoch
MARCIA D. MURDOCH

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME personally appeared JAMES E. THOMAS, BROWER B. YERGER, and MARCIA D. MURDOCH, well known to me to be the individuals described as subscribers in the above and foregoing Articles of Incorporation, who, after being first duly sworn, depose and acknowledge that they executed the same for the purposes set forth and that all information is true and correct to the best of their knowledge and belief.

WITNESS my hand and official seal on this 21st day of August, 1997, at St. Petersburg, Pinellas County, Florida.



Barry M. Steagall
NOTARY PUBLIC
STATE OF FLORIDA

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE BY REGISTERED AGENT

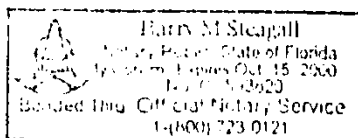
I, JAMES E. THOMAS, of 143 - 94th Avenue, ^{#3}Treasure Island, Florida 33706, do hereby accept appointment as Registered Agent of COSMETIC SECRETS, INC. together with the duties and responsibilities attaching to such appointment.

James E. Thomas
JAMES E. THOMAS

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned, personally appeared JAMES E. THOMAS to me well known and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 21st day of August, 1997.



Barry M. Steagall
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

Personally Known X OR Produced Identification _____
Type of Identification Produced _____