

SONIA CONSTANTE
9159 S.W. 77th Avenue #303
Miami, FL 33156

P97000074862

August 11, 1997

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

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Dear Sirs:

Enclosed please find the Articles of Incorporation for Beauty USA Consulting Inc., PLMA Inc., and Cuts USA Corporation to be filed by your office. Also we are enclosing our check # 2172 representing payment for such filings. Please return the copies to the address above at your earliest possible convenience.

Should you require additional information please contact us at (305) 274-1794 or at the address above. Thank you for your prompt attention to this matter.

Truly yours,


Sonia Constante

FILED
97 AUG 27 PM 12:29
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
BEAUTY USA CONSULTING INC.

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SECRET
TALLAHASSEE
FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLES I - NAME

The name of the Corporation is BEAUTY USA CONSULTING INC. (hereinafter, "Corporation").

ARTICLE II - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this corporation is 801 Majorca Avenue, Coral Gables, Florida 33134.

ARTICLE IV - INCORPORATOR

The name and street address of the incorporator of this Corporation is:
Sonia Constante
9159 S.W. 77th Avenue, # 303
Miami, FL 33156

ARTICLE V - DIRECTORS

The board of directors of the corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's By-Laws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director(s) until successors are duly elected and qualified is: Elena Randazo, 801 Majorca Avenue, Coral Gables, Florida, 33134.

ARTICLES VI - CORPORATE CAPITALIZATION

1. The number of shares that this Corporation is authorized to have is SEVEN

THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

2. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

3. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the Corporation.

4. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VII - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLES VIII - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IX - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of the Corporation is: Sonia Constante, 9759 S.W. 77th Avenue, #303, Miami, Florida 33156.

ARTICLE XI - BY-LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeat the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeat of the by-Laws.

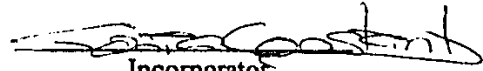
ARTICLES XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLES XIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and file the forgoing Articles of Incorporation under the laws of the State of Florida, this 11th day of August, 1997.


Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, having been named the Registered Agent of BEAUTY USA CONSULTING INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Dated: August 11th 1997


Registered Agent

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97 AUG 27 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA