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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: J. SAXON, INC.

AUDIT NUMBER.....H97000018275

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: J. SAXON, INC. The corporate mailing address is: 2709 South Oakland Forest Drive, #203, Oakland Park, Florida 33309.

ARTICLE II

The general nature of the business to be transacted by this corporation is to enter into business concerning fashion make up, glamour make up, or any other lawful purpose. It shall have every corporate power granted by the Florida legislature.

ARTICLE III

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is fifty (50) No Par Value.

ARTICLE IV

This corporation shall have perpetual existence.

LAW OFFICES
BRIAN R. HERSH
SUITE 602, BISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-4477
FLORIDA BAR NO: 104540
(305) 371-6294

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ARTICLE V

The street address of the initial registered office of this corporation is: 19 West Flagler Street, Suite 602, Biscayne Building, Miami, Florida 33130-4477, and the name of the initial registered agent of this corporation at that address is: BRIAN R. HERSH.

ARTICLE VI

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name(s) and the address(es) of the initial director(s) of this corporation is (are):

Julie Saxon

2709 South Oakland Forest Drive, #203
Oakland Park, Florida 33309

ARTICLE VII

The name and address of the person signing these Articles is:

Eva Giniebra

Biscayne Building, Suite 602
19 W. Flagler Street
Miami, Florida 33130-4477

ARTICLE VIII

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share of any authorized and unissued and Treasury Stock of this Corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

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ARTICLE IX

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

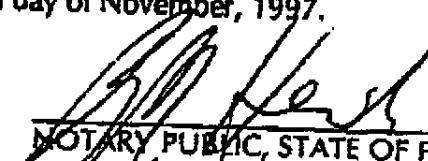
IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 3rd day of November, 1997.


EVA GINIEBRA

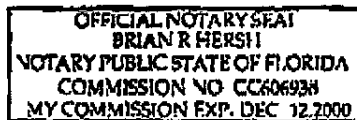
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared EVA GINIEBRA, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and (s)he (they) acknowledged before me that (s)he they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of November, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



LAW OFFICES
BRIAN R. HERSH
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CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

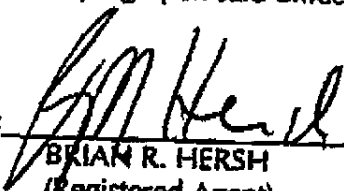
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That J. SAXON, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Oakland Park, County of Broward, State of Florida, has named BRIAN R. HERSH, located at Suite 602, Biscayne Building, 19 West Flagler Street, Florida 33130-4477, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:


BRIAN R. HERSH
(Registered Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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