P970000 94832 Transmittal Letter

Date: October 29, 1997

Department of State Division of Corporations P.O. Box 637 Tallahassee, FL 32314

Subject:

Facelift Incorporated

000002337150--3 -11/04/97--01019--002 ******70.00 ******70.00

Dear Sirs,

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$70.00. We do not have a need for a certified copy of our articles of incorporation. Please stamp the enclosed photocopy of our articles of incorporation with the filing date and return them to me. Thank you for your attention to this matter.

Best Regards,

James Dean Ledendecker 6847-A North 9th Avenue

James D Lalendecker

Suite 152

Pensacola, FL 32504

(850) 475-9429

97 NOV -4 AMIL: 22
SECRETARY OF STATE

15/97

Articles of Incorporation

1. The name of the corporation shall be:

FaceLift, Incorporated

2. The principal place of business and mailing address of the corporation is:

6847-A North 9th Avenue Suite 152

Pensacola, FL 32504

3. The corporation shall have the authority to issue 1,000 shares of stock.

4. The registered agent of the corporation is and the registered street address is:

David P. Novak 6847-A North 9th Avenue Suite 152 Pensacola, FL 32504

5. The initial Board of Directors shall have one member whose name and address follows:

James Dean Ledendecker 6847-A North 9th Avenue Suite 152 Pensacola, FL 32504

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is James Dean Ledendecker whose street address is:

6847-A North 9th Avenue Suite 152 Pensacola, FL 32504

Oct 28,97

Dated

Incorporator

Having been named as 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 am familiar with and accept the obligations of my position as registered agent.

October 28, 1997

Dated

Registered Agent