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Law Offices Of
Ehrlich and Samis
4699 Central Avenue, Suite 102
St. Petersburg, Florida 33713

Charles W. Ehrlich
Scot E. Samis

December 4, 1997

Telephone
(813) 321-4700
Facsimile 323-8286

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

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-12/08/97--01056--003
****122.50 ****122.50

RE: Cosmetic Advantage, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for Cosmetic Advantage, Inc., and a check in the amount of \$122.50 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,



Scot E. Samis

SES/mmb
Enclosure

SECRET
TALLAHASSEE, FLORIDA

97 DEC -8 PM 2:21

FILED

Scot Samis GAVE

AUTHORIZATION BY PHONE TO
CORRECT address in Designating of R.A.

DATE 12-9-97

DOC. EXAM. CB

CB
12-9-97

ARTICLES OF INCORPORATION

OF

COSMETIC ADVANTAGE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COSMETIC ADVANTAGE, INC.

The principal place of business of this corporation shall be 1295 West Bay Drive, Largo, FL 33770.

ARTICLE II. NATURE OF BUSINESS

The business of permanent make-up and related business services and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1295 West Bay Drive, Largo, FL 33770, and name of the initial registered agent of the corporation at that address is Sherry Bertschy.

ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

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TALLAHASSEE, FLORIDA

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxed as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Sherry Bertschy
10791 Temple Terrace
Seminole, FL 33772

ARTICLE VIII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

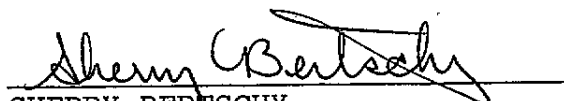
Sherry Bertschy, President/Secretary
10791 Temple Terrace
Seminole, FL 33772

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Sherry Bertschy
10791 Temple Terrace
Seminole, FL 33772

IT WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4 day of December, 1997.

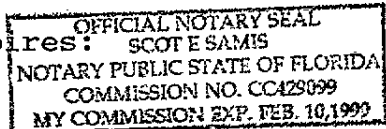

SHERRY BERTSCHY

FILED
97 DEC -8 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

4 The foregoing instrument was acknowledged before me this
day of December, 1997.

STB
Notary Public
My Commission expires:



CERTIFICATE OF DESIGNATING REGISTERED AGENT

COSMETIC ADVANTAGE, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Sherry Bertschy, with street address at 1295 West Bay Drive, Largo, Florida 33770, as its agent to accept service of process within this State.

Sherry Bertschy
SHERRY BERTSCHY, Subscriber

Dated: 12-4-97

ACCEPTANCE OF APPOINTMENT

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 this 4 day of December, 1997.

Sherry Bertschy
SHERRY BERTSCHY

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TALLAHASSEE, FLORIDA