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JULIA R. LAW  
OF COUNSEL  
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March 13, 1998

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

600002458346--4  
-03/16/98--01096--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Designer Faces, Inc.

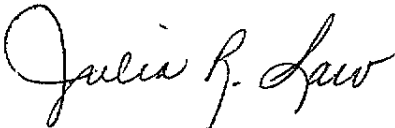
Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$122.50, representing the \$35.00 filing fee, \$52.50 for certified copy, and \$35.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,



JULIA R. LAW

JRL/bs

Enclosures

FILED  
98 MAR 16 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten signature and date: 3/16/98

(10)

98 MAR 16 PM 3:39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**DESIGNER FACES, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby sets forth their intention to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation is DESIGNER FACES, INC.

**ARTICLE II**

This corporation shall exist perpetually.

**ARTICLE III**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V**

The registered office of this corporation in the State of Florida is 297 East Highway 50, Suite 2, Clermont, Florida 34711. The Registered Agent for this corporation at this address is Theresa Schoenthaler. The Board of Directors may from time to time move the principal office to any other address in Florida.

## ARTICLE VI

The corporation shall have two directors initially, whose name and address are:

JACK SCHOENTHALER, 81 North Carol Avenue, Mascotte, Florida 34753;

THERESA SCHOENTHALER, 81 North Carol Avenue, Mascotte, Florida 34753.

## ARTICLE VII

The name and address of the incorporators of this corporation are:

JACK SCHOENTHALER, 81 North Carol Avenue, Mascotte, Florida 34753;

THERESA SCHOENTHALER, 81 North Carol Avenue, Mascotte, Florida 34753.

## ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a three-quarters majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

## ARTICLE IX

Shares of stock in this corporation may be transferred only as provided in the By-Laws of the corporation existing and in force at the time such transfer is desired.

  
\_\_\_\_\_  
JACK SCHOENTHALER

  
\_\_\_\_\_  
THERESA SCHOENTHALER

STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public,  
duly authorized in the State and County named above to take acknowledgments,  
personally appeared JACK SCHOENTHALER and THERESA  
SCHOENTHALER, who are personally known to me to be the incorporators in  
the foregoing Articles of Incorporation, and acknowledged that they subscribed  
to these Articles of Incorporation

13<sup>th</sup> WITNESS my hand and seal in the County and State named above this  
day of March, 1998.

Beverly S. Staples  
Notary Public



BEVERLY S. STAPLES  
MY COMMISSION # GC426028 EXPIRES  
January 15, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**STATE OF FLORIDA  
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS  
AND DIRECTORS.**

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**The following is submitted, in compliance with Chapter 607.034, Florida Statutes:**

DESIGNER FACES, INC., a corporation organized (or organizing) under the laws of the  
State of Florida, with its principal office at 297 East Highway 50, <sup>/Suite 2</sup> in the City of Clermont,  
County of Lake, State of Florida, has named THERESA SCHOENTHALER, located at  
297 East Highway 50, Suite 2, in the City of Clermont, County of Lake,  
State of Florida, as its agent to accept service of process within this state.

**OFFICERS:**

Name	Title	Specific Address
THERESA SCHOENTHALER	President/Secretary	81 North Carol Avenue Mascotte, Florida 34753
JACK SCHOENTHALER	Vice-President/Treasurer	81 North Carol Avenue Mascotte, Florida 34753

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**DIRECTORS:**

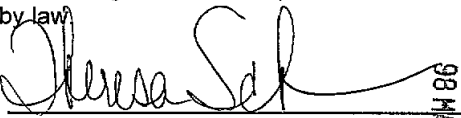
Name	Specific Address
JACK SCHOENTHALER	81 North Carol Avenue Mascotte, Florida 34753
THERESA SCHOENTHALER	81 North Carol Avenue Mascotte, Florida 34753

BY: 

Theresa Schoenthaler, Corporate Officer

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep office open during  
prescribed hours; to post my name (and any other officers of said corporation authorized  
to accept service of process at the above Florida designated address) in some  
conspicuous place in the office as required by law.

  
Theresa Schoenthaler, Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 16 PM 3:39