

P98000046599

May 18, 1998

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

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-05/26/98--01015--019
****122.50 ****122.50

RE: NEW CORPORATION REQUEST: **CELL,ESTHE' International, Inc.**

Enclose is an original and two copies of the Articles of Incorporation for the above corporation and a check in the amount of \$35.00 (filing fees) and \$52.50 (certified file stamped copy). Attached is a check payable to Florida Division of Corporations for the total amount of \$87.50.

Please register this corporate name as stated registered in my name. If you have any questions concerning this request, please call me at (352) 394-7677.

Sincerely,


Cherry Campbell

1701 East Avenue
Clermont, FL 34711

Tel (352) 394-7677

CC/LVR

cc: Articles of Corporation

FILED
98 MAY 26 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

w98-11535

mx 5/26/98

CERTIFICATE OF INCORPORATION

OF

FILED

CELL,ESTHE' INTERNATIONAL, INC.

98 MAY 26 AM 9: 39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is:

CELL,ESTHE' INTERNATIONAL, INC.

SECOND: Its registered office is the State of Florida is to be located at **1701 East Avenue, Clermont, Florida 34711**, County of Lake. The registered agent in charge thereof is **Cherry Campbell**, address is **1701 East Avenue, Clermont, Florida 34711**, County of Polk. The principal office shall be the same as the registered office.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activities for which corporations may be organized under the General Corporation Law of Florida.

FOURTH: The amount of total authorized capital stock of the corporation is divided into: i.e.: 500 shares of common no par value.

FIFTH: The name and mailing address of the incorporator is:
Cherry Campbell, 1701 East Avenue, Clermont, FL 34711.

SIXTH: The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the names and mailing addresses of the persons who serve as directors until the first annual meeting of stockholders or until their successors are elected are as follows:

1. CHERRY CAMPBELL 1701 East Avenue Clermont, FL 34711
2. BETTY HOLLOWAY 4846 N. University Drive Lauderhill, FL 33351
3. ESTRELLITA RAMOS 707 Bogie Court Kissimmee, FL 34741

SEVENTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHT: All of the issued stock of all classes shall be subject to the following restrictions o transfer permitted by Section 202 of the General Corporation Law.

Each stockholder shall offer to the corporation or to other stockholders of the corporation a thirty-(30) day "first refusal" option to purchase his stock should he elect to sell his stock.

NINTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

TENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (91) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation; (4) a transaction from which the director derived an improper personal benefit.

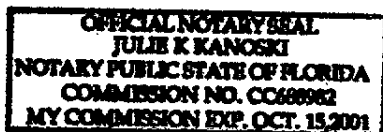
I, **THE UNDERSIGNED**, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT: *May 18th 1998*

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

Cherry Campbell
CHERRY CAMPBELL
Incorporator/Registered Agent

Julie K. Kanoski



5-18-98

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TALLAHASSEE, FLORIDA