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ROTH, ROTH & ASSOCIATES, P.A.

FILED

16459 NORTHEAST 6TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

98 MAY 28 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AREA CODE 305
PHONE 948-8880
FAX 919-8500

STEVEN M. ROTH
MITCHEL W. ROTH

Please reply to:
P.O. Box 69-3029
N. Miami Beach, Florida 33269-3029

Return to
May 27, 1998
Ttu ASAT

Attorneys' Title Insurance Fund, Inc.
Atten: Barbara Keys
660 East Jefferson Street
Suite 200
Tallahassee, Florida 32301

Re: BeautyProf Inc.
Our File No. 98-1092

600002540026--2
-05/29/98--01002--014
****122.50 ****122.50

Dear Ms. Keys:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced entity together with a check payable to the Secretary of State in the sum of \$122.50 representing their fees for the following services:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy of Articles of Incorporation	\$52.50.

Your processing fee of \$15.00 should be added to our account with The Fund. Our agent number is 5754.

Please call our office when the filed Articles are returned to you or if they cannot be filed for any reason. The certified copy of the Articles should be returned to our office by Federal Express; an airbill is enclosed for your convenience.

Thank you for your attention to the foregoing. If you require any additional information to process this request, please call us.

Sincerely,

Mitchel Roth/Be

Mitchel W. Roth
Enc.

P. Hall

MAY 29 1998

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98 MAY 28 PM 3:48

ARTICLES OF INCORPORATION

OF

BeautyProf Inc.

FILED

98 MAY 28 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BeautyProf Inc.

The address of the principal office of this corporation shall be 335 Cambridge Drive, Ft. Lauderdale, Florida 33326 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 120 shares of common stock having No par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3941 N.W. 5th Street, Coconut Creek, Florida 33066, and the name of the initial registered agent of the corporation at that address is Fred Irizarry.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. BOARD OF DIRECTORS

The initial board of directors will consist of two persons. The name and street address of the persons who will serve on the initial board of directors of the corporation are as follows:

Xanitxio Tonazzi
335 Cambridge Drive
Ft. Lauderdale, Florida 33326

Carlos Tonazzi
335 Cambridge Drive
Ft. Lauderdale, Florida 33326

ARTICLE VIII. OFFICERS

The name and street address of the persons who will serve as the initial officers of the corporation are as follows:

President Xanitxio Tonazzi
335 Cambridge Drive
Ft. Lauderdale, Florida 33326

Secretary/ Carlos Tonazzi
Treasurer 335 Cambridge Drive
Ft. Lauderdale, Florida 33326

ARTICLE IX. INCORPORATOR

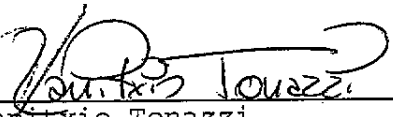
The name and street address of the incorporator to these Articles of Incorporation is:

Xanitxio Tonazzi
335 Cambridge Drive
Ft. Lauderdale, Florida 33326

ARTICLE X. INDEMNITY

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of May, 1998.


Xanitxio Tonazzi

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BeautyProf Inc. at the place designated in the Articles of Incorporation, the undersigned

is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Fred Irizarry
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA