

TOMMY E. McPHERSON

ATTORNEY AT LAW

601 NEW WARRINGTON ROAD - PENSACOLA, FLA. 32506
TELEPHONE 453-9549 AREA CODE 904 FAX 453-9250

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July 10, 1998

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Department of State
Divisions of Corporations
The Capitol
Tallahassee, FL 32304

RE: RADIANT IMAGE, INC.

Dear Sir or Madam:

We enclose the original and a copy of Articles of Incorporation for RADIANT IMAGE, INC., and our check in the amount of \$122.50 computed as follows:

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

Please certify the copy of the articles and return it to my office at the address above. I appreciate your assistance in this matter.

Sincerely yours,

Tommy E. McPherson
Tommy E. McPherson

TEM/rm
Enclosures

98 JUL 13 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
RADIANT IMAGE, INC.

ARTICLE ONE

The name of the corporation is RADIANT IMAGE, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To provide marketing services for skin care and related products.
2. To transact in any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue one Thousand (1000) shares of common stock with par value of ONE HUNDRED & NO/100 (\$100.00) DOLLARS.

ARTICLE FIVE

Every shareholder upon the sale for cash of any new stock of this corporation, of the same kind, class or series as that which he already holds, has the right to purchase his pro-rata share at the price at which it is offered to others. In the event that a shareholder desires to sell his shares in the company, he shall first offer the shares to the other shareholders in writing, at the existing market value.

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

The street address of the initial registered office of the corporation is 601 New Warrington Road, Pensacola, FL 32506, and the name of its initial registered agent at such address is TOMMY E. MCPHERSON. The mailing address is the same.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is (1) One. The name and address of the person who is to serve as the initial director is:

JEANETTE A. MCPHERSON
President

5754 Grande Lagoon Blvd.
Pensacola, FL 32507

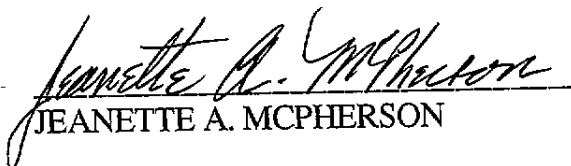
ARTICLE EIGHT

The name and address of the incorporator is:

JEANETTE A. MCPHERSON

5754 Grande Lagoon Blvd.
Pensacola, FL 32507

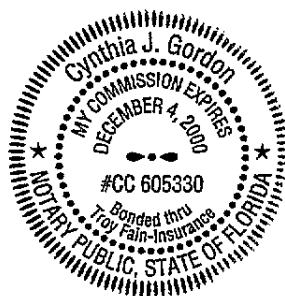
Executed by the undersigned at Pensacola, Escambia County, Florida, on this 9th day of July, 1998.


JEANETTE A. MCPHERSON

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me personally appeared JEANETTE A. MCPHERSON, to me well known and known to me to be the person described in and who executed the foregoing instrument upon oath and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 9th day of July, 1998.



Cynthia J. Gordon
NOTARY PUBLIC
My Commission Expires: 12-04-00

ACCEPTANCE BY RESIDENT AGENT

I CERTIFY THAT I am a permanent resident of Escambia County, Florida, doing business at the registered office at 601 New Warrington Road, Pensacola, FL 32506. I hereby accept the foregoing designation as Resident Agent.

Dated at Pensacola, Escambia County, Florida, on this 9th day of July, 1998.

Tommy E. McPherson
RESIDENT AGENT

98 JUL 13 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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