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August 26, 1998

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

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****122.50 ****122.50

EFFECTIVE DATE
08-24-98

RE: Advanced Cosmetic Techniques, Inc.

Sir/Madam:

Enclosed is the original of the Articles of Incorporation of Advanced Cosmetic Techniques, Inc. for filing with the State of Florida. Please have the enclosed filed with the Division of Corporations, and return a certified copy of same to the attention of the undersigned at the address referenced in the letterhead hereof.

Also enclosed please find check no. 42751 in the amount of \$122.50 which represents payment of the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
TOTAL	\$122.50

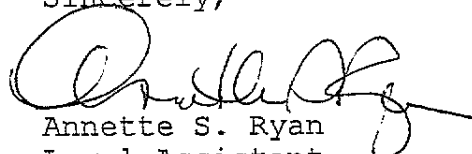
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 8:18

R. Purinton AUG 28 1998

Florida Department of State
August 26, 1998
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Thank you for your assistance in this matter. Should you have any questions regarding the enclosed, please call me directly at (813)222-5077 rather than returning the unfiled Articles of Incorporation.

Sincerely,



Annette S. Ryan
Legal Assistant

/asr
Enclosures

I:\W-CORR\ASR\Advanced.ltr
8/26/98

**ARTICLES OF INCORPORATION OF
ADVANCED COSMETIC TECHNIQUES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 8:18

ARTICLE ONE - NAME

The name of this corporation is: Advanced Cosmetic Techniques, Inc.

ARTICLE TWO - DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

EFFECTIVE DATE
08-24-98

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is: 1313 South Howard Avenue, Tampa, Florida 33606.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is LAURA SHERWOOD, 1313 South Howard Avenue, Tampa, Florida 33606.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws. The individuals who are to serve as the initial members of the Board of Directors of the corporation are as follows:

Laura Sherwood

1313 South Howard Avenue
Tampa, FL 33606

John Abberger

481 Bosphorous
Tampa, FL 33606

Helen Abberger

481 Bosphorous
Tampa, FL 33606

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is LAURA SHERWOOD, 1313 South Howard Avenue, Tampa, Florida 33606.

ARTICLE NINE - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

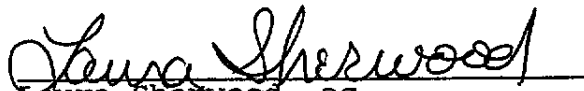
ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 24th day of August, 1998.


Laura Sherwood, as
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 24th day of August, 1998, by LAURA SHERWOOD, who is personally known to me and who did not take an oath.



JAMIE S LABELLE
My Commission CC498227
Expires Sep. 18, 1999

Jamie S. Labelle (SEAL)
Notary Public

My Commission Expires: 9/18/99

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

Laura Sherwood
Laura Sherwood, as
Registered Agent

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8/13/98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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