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November 6th, 1998

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

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-11/09/98--01113--008
****122.50 *****78.75

Dear sirs:

Please file these articles for my client, Image Maker, Inc., and return a certified copy to my office, at the above listed address.

Thank you.

Sincerely,

Michael Stepakoff, Esq.

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ARTICLES OF INCORPORATION OF
IMAGE MAKER INC.

The undersigned incorporator, hereby intends to form a corporation in accordance with Florida Law, and would adopt the following articles of incorporation:

Article I

NAME

The name of the corporation is **IMAGE MAKER, INC.**

Article II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 19020 St. Laurent Drive, Lutz, Florida 33549. The name of the initial registered agent located at that office is Vela Sector Felker

Article III

DURATION

The corporation shall have a perpetual duration.

Article IV

PURPOSE

This corporation is organized for the following purposes:

a. To engage in the sole and exclusive business of permanent makeup, cosmetics, and related beauty products and services and to carry on all services incident to that business.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of the corporation.

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c. The services of this corporation shall be carried out only through officers, employees, and agents of the corporation.

Article V

STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at one time is 100 shares.

Article VI

POWERS

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

Article VII

INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Vela Sector Felker
19020 St. Laurent Drive
Lutz, Florida 33549.

ARTICLE VIII

DIRECTORS

The corporation is to be managed by the board of directors, and the president of such board shall be VELA SECTOR FELKER, an incorporator of this corporation. The vice-president shall be VELA SECTOR FELKER. The president shall have authority to appoint two

more directors prior to the initial board meeting. The number of directors constituting the board of directors shall not exceed four.

ARTICLE IX

BYLAWS

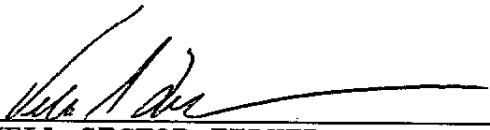
The directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 90 days from the date of issuance of the Certificate of Incorporation. Following the adoption of the bylaws, the internal affairs of the corporation shall be operated and regulated thereby.

ARTICLE X

DISSOLUTION

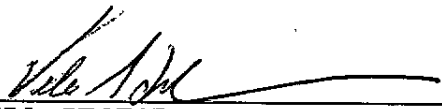
The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least 2/3 of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned, being the incorporators of this corporation, for the purpose of forming this corporation under the Laws of Florida, have executed these articles of incorporation on this 5th day of Nov., 1998, at 19020 St. Laurent Drive, Lutz, Florida 33549.


VELA SECTOR FELKER

REGISTERED AGENT

I, the undersigned, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for for said corporation.


VELA SECTOR FELKER
19020 St. Laurent Drive
Lutz, Florida 33549

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