

Charter Number Only

1/14/99

P9900005602

Requestor's Name

Address

City

State

ZIP

Phone

SECTION ONLY

300002743623--4

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*****78.75 *****78.75

CORPORATION(S) NAME

PROFILES, INC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 20 PM 12:13

FILED

- | | | |
|----------------------------------------------------|------------------------------------------|-----------------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
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wpp - 1/16/99

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99 JAN 15 AM 9:17
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED

99 JAN 20 AM 10:02

DIVISION OF CORPORATION

January 15, 1999

EMPIRE

MIAMI, FL

SUBJECT: PROFILES, INC.
Ref. Number: W99000001164

We have received your document for PROFILES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 299A00002156

ARTICLES OF INCORPORATION

of

PROFILES IN Elegance, Inc.

(name of corporation)

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99 JAN 20 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

PROFILES IN Elegance, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>DIANNE L. WARREN</u>		
ADDRESS	<u>925 CHURCHILL</u>		
CITY	<u>W. PALM BCH</u>	FLORIDA	ZIP <u>33405</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>PROFILES IN</u>		
ADDRESS	<u>507 N. OLIVE AVE</u>		
CITY	<u>W. PALM BCH</u>	FLORIDA	ZIP <u>33401</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	DIANNE L. WARREN		
ADDRESS	925 CHURCHILL		
CITY	W. PALM BCH	STATE	FL ZIP 33405
NAME	PATRICIA MACKZUM		
ADDRESS	2770 H ASLEY DRIVE EAST		
CITY	W. PALM BCH	STATE	FL ZIP 33415
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	DIANNE L. WARREN		
ADDRESS	925 CHURCHILL		
CITY	W. PALM BCH	STATE	FL ZIP 33405
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 13TH day of JANUARY, 1999.

Dianne L. Warren (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

PROFILES IN Elegance, INC
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 925 Churchill
W. PALM BCH, FL 33405

has named DIANE L. WARREN
located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Diane Warren
(registered agent)

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99 JAN 20 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA