

CARL T. WATKINS. P.A.
CERTIFIED PUBLIC ACCOUNTANT

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Tampa, Florida 33634
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February 10, 1999

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

Dear Sir:

I have enclosed an Articles of Incorporation to establish a new domestic corporation in the State of Florida in the following name:

FACIAL ACCENTS BY LEANNE, INC.

I have also enclosed a check for \$78.75 for the applicable filing fee and certificate of status. I am requesting that you process these Articles of Incorporation as soon as possible and return the corporation charter number to me at the above address. I have also enclosed a second copy of the Articles for you to stamp and return to me.

Sincerely yours,

Carl T. Watkins

Carl T. Watkins, CPA

2 Encl's

FILED
99 FEB 15 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FACIAL ACCENTS BY LEANNE, INC.

FILED
99 FEB 15 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the Corporation shall be: FACIAL ACCENTS BY LEANNE, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 4255 W. Humphrey St., Tampa, Fl. 33614 but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Directors.

ARTICLE III: CAPITAL STOCK

The capital stock of the Corporation shall be divided into shares of \$1.00 par value, with 7500 shares of common stock authorized, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation fixed by the incorporators or by the Board of Directors, at a meeting called for such purpose.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Carl T. Watkins, CPA

7345 Jackson Springs Rd.

Tampa, Fl. 33634

ARTICLE V: INCORPORATOR

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

Carl T. Watkins, CPA

7345 Jackson Springs Rd.

Tampa, Fl. 33634

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the Board of Directors of the Corporation are:

Leanne Carter

4255 W. Humphrey St.

Tampa, Fl. 33614

The undersigned has executed these Articles of Incorporation, this 10th day of February 1998.

Carl T. Watkins

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designation of its registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FACIAL ACCENTS BY LEANNE, INC.
2. The name and street address of the registered agent and office is:

Carl T. Watkins, CPA

7345 Jackson Springs Rd.

Tampa, Fl. 33634

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Carl T. Watkins

Carl T. Watkins

Feb. 10, 1999

Date