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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -5 AM 10:06

Date
3/31/99

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

100002829211--7
-04/05/99--01094--009
****122.50 *****78.75

Re: FACES INT'L, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

ELISHA BARRIE
(individual's name)

FACES, INT'L, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION

4057 BERRSHIRE D

DEERFIELD BEACH, FL 33442

PHONE

(954)
Area Code

421-2650
Number

Ext.

ARTICLES OF INCORPORATION

PACES INT'L, INC.
(name of corporation)

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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:

PACES INT'L, 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 HUNDRED shares (100) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

NAME:	<u>PACES, INT'L, INC.</u>		
ADDRESS	<u>4057 BERKSHIRE D</u>		
CITY	<u>DEERFIELD BCH</u>	FLORIDA <u>1</u>	ZIP <u>33442</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>ELISHA BARRIE</u>		
ADDRESS	<u>4057 BERKSHIRE D</u>		
CITY	<u>DEERFIELD BCH</u>	FLORIDA	ZIP <u>33442</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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	<u>ELISHA BARRIE</u>		
ADDRESS	<u>4057 BERKSHIRE D</u>		
CITY	<u>DEERFIELD BCH</u>	STATE <u>FL</u>	ZIP <u>33442</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			

ARTICLE VII - INCORPORATORS

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

NAME	BLISHA BARRIE PRR/SBL/TRES		
ADDRESS	4057 BERKSHIRE D		
CITY	DEERFIELD BUN	STATE	FL ZIP 33442
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 31 day of MARCH, 1999.

[Signature]

(Seal)

(Seal)

(Seal)

STATE OF FLORIDA

COUNTY OF BROWARD) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

BLISHA BARRIE

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that SHR executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 31 day of MARCH, 1999.

(Notary Seal)

[Signature]
(Notary Public, State of Florida at Large)

My Commission expires:



Walter T. Samuelson
MY COMMISSION # 00534858 EXPIRES
February 28, 2000
BONDED THRU TROY PAUL INSURANCE, INC.

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

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FACES INT'L, 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 4057 BERKSHIRE D
DEERFIELD BLVD, PL. 33442

has named ELISHA BARRIE

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.

Elisha Barrie
(registered agent)