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SCOTT H. LUTWAK, C.P.A.
Certified Public Accountant
1191 E. NEWPORT CENTER DRIVE - SUITE 208
DEERFIELD BEACH, FL 33442
(954) 426-4480

May 12, 1999

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-05/14/99-01088-003
*****70.00 *****70.00

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

Re: Amelia Face And Body Professionals, Inc.

Gentlemen:

Enclosed herewith please find the following:

1. Check payable to "Department of State" for \$70.00.
2. Articles of Incorporation (2) for Amelia Face And Body Professionals, Inc.

I would greatly appreciate it if you would expedite the processing of this incorporation.

Please do not hesitate to contact me should you have any questions.

Sincerely,



Scott H. Lutwak

SHL/gg
Enc.

FILED
99 MAY 14 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
AMELIA FACE AND BODY PROFESSIONALS, INC.

FILED
99 MAY 14 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation
under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The Name of the corporation shall be:

AMELIA FACE AND BODY PROFESSIONALS, INC.

The address of the principal office of this corporation shall
be 5472 First Coast Hwy. - Suite 12, Amelia Island, FL 32034, and
the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all
lawful activities or business permitted under the laws of the
United States, the State of Florida or any other state, country,
territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this
corporation is authorized to have outstanding at any one time
is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1191 East Newport Center Drive, Suite 208, Deerfield Beach, Florida, 33442, and the name of the initial registered agent of the corporation at that address is Scott H. Lutwak.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

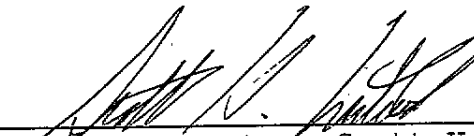
Sandra Rodrigue
5472 First Coast Hwy.-Suite 12
Amelia Island, FL 32034

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Scott H. Lutwak
1191 E. Newport Center Drive
Suite 208
Deerfield Beach, FL 33442

The undersigned incorporator has executed these
Articles of Incorporation on May 12, 1999.



Its Incorporator, Scott H. Lutwak

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FILED
99 MAY 14 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Scott H. Lutwak, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

AMELIA FACE AND BODY PROFESSIONALS, INC.

Scott H. Lutwak is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Scott H. Lutwak