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TOM H. BILLIRIS, P.A.

Attorney at Law

222 E. Tarpon Ave.
Tarpon Springs, Florida 34689
(727) 943-9466
fax: (727) 942-8598

1408 Court St., Su. 2
Clearwater, Florida
33756

June 10, 1999

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

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****122.50 *****78.75

Re: Filing Articles of Inc. for Faces by Colleen, Inc.

To whom it may concern:

Enclosed please find one original and one copy of the Articles of Incorporation in the above-named case along with the appropriate fees. Please send a certified copy and the certificate of status to my address in Tarpon Springs.

Thank you.

Sincerely,


Tom H. Billiris

THB/cjs

Enclosures

FILED
99 JUN 14 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUN 15 1999

Articles of Incorporation
of
FACES BY COLLEEN, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article One: Name

The name of this corporation is FACES BY COLLEEN, INC.

Article Two: Purposes

The purpose for which this corporation is formed is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

Article Three: Registered Office; Registered Agent

The address of the initial registered office of the corporation is 100 S. Pinellas Ave., Tarpon Springs, Pinellas County, Florida 34689, and the name of its initial registered agent at such address is COLLEEN GRESKO.

Article Four: Principal Office

The business address of the corporation's principal office is 100 S. Pinellas Ave., Tarpon Springs, Pinellas County, Florida 34689.

Article Five: Duration

The period of this corporation's duration is perpetual.

Article Six: Directors

(a) The number of directors constituting the initial board of directors is one, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name Address

Colleen Gresko, 100 S. Pinellas Ave., Tarpon Springs, Florida 34689.

(b) The number of directors of the corporation set forth in Clause (a) of this Article shall constitute the authorized number of directors until changed by an amendment of articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

Article Seven: Incorporators

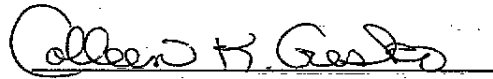
The names and addresses of the incorporators are:

Name Address

Colleen Gresko, 100 S. Pinellas Ave., Tarpon Springs, Florida 34689.

Article Eight: Capitalization

The total number of shares of all classes of stock which the corporation shall have authority to issue is 1,000 shares of common stock at \$0.00 par value each. This Article can be amended only by the vote or written consent of the holders of 51% of the outstanding shares. For the purpose of forming a corporation under the laws of Florida, I, the undersigned, have personally executed these articles of incorporation on June 1, 1999.


Colleen Gresko
Incorporator

State of Florida)
County of Pinellas)

The foregoing instrument was acknowledged before me this 1st day of June, 1999, by COLLEEN GRESKO, who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public


My Commission Expires:

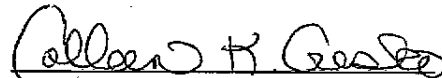


Ana Maria Parthenis
Commission # CC 794083
Expires NOV. 30, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Acceptance of Duties By Registered Agent of FACES BY COLLEEN, INC.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: June 1, 1999.



Colleen Gresko
Registered Agent
FACES BY COLLEEN, INC.

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TALLAHASSEE FLORIDA