



THE UNITED STATES
CORPORATION
COMPANY

P 99000058/58

FILED

99 JUN 25 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 287656 81229A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 25, 1999

ORDER TIME : 3:54 PM

ORDER NO. : 287656-005

CUSTOMER NO: 81229A

CUSTOMER: Sharon B. Logan, Esq
SHARON B. LOGAN, P.A.
SHARON B. LOGAN, P.A.
Post Office Box 4258

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

Ormond Beach, FL 32175-4258

DOMESTIC FILING

NAME: HEAVENLY SKIN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS

PH
6/28/99

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 25 PM 4:39

RECEIVED

SHARON B. LOGAN, P.A.
ATTORNEY AT LAW
180 VINING COURT
POST OFFICE BOX 4258
ORMOND BEACH, FLORIDA 32175-4258

SHARON B. LOGAN
FLORIDA BAR CERTIFIED
REAL ESTATE LAWYER

TELEPHONE (904) 673-5787
FAX (904) 673-2496

June 22, 1999

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

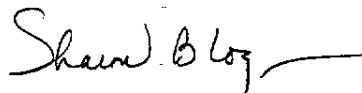
RE: Heavenly Skin, Inc.

Dear Sirs:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed, which represents the filing fee and charge for a certified copy.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Very truly yours,



Sharon B. Logan

SBL:sdh
Enc.

ARTICLES OF INCORPORATION

OF

HEAVENLY SKIN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PRINCIPAL LOCATION

The name of this corporation is " Heavenly Skin, Inc." The principal location of the corporation is 170 S. Yonge Street, Ormond Beach, Florida 32174.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature and purposes of the business to be transacted, promoted and carried on by the corporation are as follows: providing services such as facials and massage, the sale of retail merchandise, and engaging in any act, duties or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common class, at One Dollar (\$1.00) par value.

ARTICLE V - CAPITAL STRUCTURE: Subchapter S Corporation

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. The stock shall be issued and transferrable only to natural persons who are not non-resident aliens.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 170 South Yonge Street, Ormond Beach, Florida, 32174. The name of the initial registered agent at that address is Jean Krupa.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and address of the initial director of this corporation is:

NAME

ADDRESS

Jean Krupa

170 S. Yonge St.
Ormond Beach, FL 32174

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is: Jean Krupa, 170 S. Yonge St., Ormond Beach, FL 32174.

ARTICLE IX - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or any former officer to the full extent permitted by Law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation, this 24 day of June, 1999.

Jean Krupa
JEAN KRUPA
Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 24 day of June, 1999, by
Jean Krupa, who is personally known to me or who has produced FLORIDA
and who executed the foregoing instrument and he acknowledged before me that she executed
the same for the purposes therein expressed as her act and deed.

Sharon B. Logan
Notary Public, State of Florida
My commission expires:



ARTICLES OF INCORPORATION

OF

HEAVENLY SKIN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation of Registered Agent for
Heavenly Skin, Inc., having its registered office at 170 S. Yonge Street, Ormond Beach,
Florida, 32174.

The acceptance shall be effective upon the filing of the Articles of Incorporation of
said corporation.

Dated: June 24, 1999.

Jean Krupa
Jean Krupa
Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 24 day of June, 1999, by
Jean Krupa, who is personally known to me or who has produced as
identification, and who executed the foregoing instrument and she acknowledged before me
that he executed the same for the purposes therein expressed as her act and deed.

Sharon B. Logan
Notary Public, State of Florida
My commission expires:

