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CAPITOL SERVICES d/b/a
 PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
 1406 Hays Street, Suite 2
 (Address)
 Tallahassee, FL 32301 (904) 656-3992
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Face-A-Peel of The Florida Keys, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 7/7 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

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 TALLAHASSEE, FLORIDA

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 [Signature]

ARTICLES OF INCORPORATION
OF
FACE-A-PEEL OF THE FLORIDA KEYS, INC.

I, the undersigned incorporator, do hereby form a corporation for profit under the General Laws of the State of Florida, and pursuant to §607.0202, Florida Statutes, these articles of incorporation provide that:

ARTICLE I

The name of the corporation shall be FACE-A-PEEL OF THE FLORIDA KEYS, INC..

ARTICLE II

The location of the principal place of business shall be 9141 Overseas Highway, Marathon, Florida. The mailing address of this corporation shall be P.O. Box 183, Key Colony Beach, Florida, 33051.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The Registered Agent for this corporation shall be Thomas D. Wright and the Registered Address for this corporation shall be 9711 Overseas Highway, Suite 5, Marathon, Florida, 33050.

ARTICLE V

The general nature of the business to be transacted shall be the following:

1. To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature and to carry on such business as is necessary to operate a business, to acquire all such merchandise, supplies, material and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease, and convey real and personal property in any part of the world so far as is necessary to expedient in conducting the business of the corporation; and to have any and all powers set forth as fully as natural persons, whether as principal, agents, trustees or otherwise.

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2. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.
3. To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation in conformity with the laws of the State of Florida.

ARTICLE VI

The capital stock shall consist of one thousand (1000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE VII

The amount of capital before beginning business shall be at least Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VIII

The Corporation shall have (2) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1), nor more than three (3).

ARTICLE IX

The names of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation, Bylaws, and the General Laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors shall be duly elected and qualified are:

Barbara A. VanEsselstine - President, Secretary
Donald R. VanEsselstine - Vice President, Treasurer

ARTICLE X

The name of the person signing these articles of incorporation as an incorporator is: Donald R. VanEsselstine.

ARTICLE XI

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Further, the corporation reserves the right to provide in the Bylaws for issuance of Stock Certificates; and, the corporation shall have the right of first refusal to purchase any stock issued by this Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 2nd day of July, 1999.

Donald R. Van Esselstine
DONALD R. VANESSELSTINE

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared DONALD R. VANESSELSTINE me first duly sworn and cautioned, deposed and said that he read the foregoing Articles of Incorporation, that the statements contained therein are true and correct for the purposes therein expressed and that this is his free and voluntary act and deed.

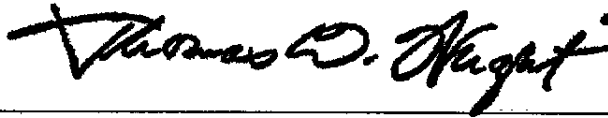
SWORN TO AND SUBSCRIBED before me by DONALD R. VANESSELSTINE, 1999, who is personally known to me or has ~~produced his~~ as identification.

OFFICIAL NOTARY SEAL
MICHELE BROSSARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC481115
MY COMMISSION EXP. AUG. 21, 1999

Michele Brossard
Notary Public, State of Florida

Having been named to accept service of process for **Face-A-Peel of the Florida Keys, Inc.** at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of §607.0505 of the Florida Statutes.

Dated this 2nd day of July, 1999.



THOMAS D. WRIGHT
Registered Agent

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