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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : ALAN L. ARONS
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FLORIDA PROFIT CORPORATION OR P.A.

WAKE UP WITH MAKEUP! INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
WAKE UP WITH MAKEUP! INC.

The undersigned acting as Incorporator(s) of a corporation under the Florida Business Corporation Act adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation is WAKE UP WITH MAKEUP! INC.
and shall have perpetual existence.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2585 NW 105 Lane, Sunrise FL 33322

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares.

This document was prepared by: Fla Bar #236111

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ARTICLE IV: DIRECTORS

This corporation shall have One director(s) initially. The number of directors may be either increased or decreased from time to time by and amendment of the bylaws of the corporation in the manner provided by law but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JULIE DIANE	2585 NW 105 Lane Sunrise FL 33322

ARTICLE V: INCORPORATORS

The names and street addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
JULIE DIANE	2585 NW 105 Lane Sunrise FL 33322

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ARTICLE VI: BY-LAWS

The Board of Directors shall initially have the power to enact By-Laws but upon By-Laws being enacted and adopted no amendment to them shall thereafter be made except by the stockholders.

ARTICLE VII: AMENDMENTS

No amendment to these Articles of Incorporation can be made except upon the affirmative vote of holders of record of Fifty-One (51%) percent of the stock of the corporation.

ARTICLE VIII: REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and office of this corporation is as follows: JULIE DIANE, 2585 NW 105 Lane, Sunrise FL 33322.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in this Certificate of Articles of Incorporation I do hereby accept to act in this capacity and do agree to comply with the provisions of said Act relative to keeping open said office.
DATED: August 3, 1999

x Julie Diane
JULIE DIANE

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ARTICLE IX:

Each of the original incorporators of this corporation shall have the right after organization of same to assign and deliver his subscription of stock herein to any other person or persons who may hereafter become subscribers to the capital stock of this corporation who upon acceptance of such assignment shall stand in lieu of the said original incorporator and assume and carry out all the rights liabilities and duties entailed by said subscription subject to the law of the State of Florida and the execution of this power.

IN WITNESS WHEREOF we have hereunto set our names at Deerfield Beach Florida this 3rd day of August, 1999.

WITNESSED BY


Witness
JULIE DIANE
Witness

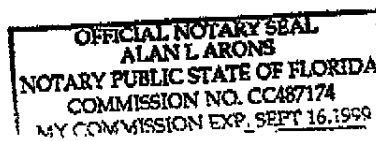
STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

BEFORE ME the undersigned authority personally appeared personally known to be the person(s) who executed the foregoing Articles of Incorporation of WAKE UP WITH MAKEUP! INC. and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and seal at Deerfield Beach Florida this 3rd day of August, 1999.


NOTARY PUBLIC
(SEAL)

My commission expires:

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Alan L. Arons 1701 West Hillsboro Blvd., Suite 303, Deerfield Beach FL 33442-1502 (954) 480-6220