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LARRY S. SAZANT, P.A.
ATTORNEY AT LAW

LARRY S. SAZANT*

*ALSO ADMITTED TO THE BAR
of QUEBEC, CANADA

NEIL S. SAZANT

August 6, 1999

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

SUBJECT: MAKEUPBAG.COM, INC.,

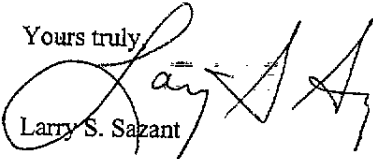
Dear Sir,

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check for:

478.75 Filing Fee & Certificate of Status.

Please file as soon as possible.

Yours truly,


Larry S. Sazant

2525 North State Road 7
Suite 207

Hollywood, Florida 33021

(305) 931-8450

(954) 989-8280

Fax: (954) 989-5859

E-Mail: lss@bellsouth.net

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SECRETARY OF STATE
TALLAHASSEE FL 32309

CB
8-19-99
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ARTICLES OF INCORPORATION
OF
MAKEUPBAG.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, does hereby execute, acknowledge and file the following ARTICLES OF INCORPORATION for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation shall be MAKEUPBAG.COM, INC. The principle offices of the corporation shall be 1530 NE QUAYSIDE TERRACE, MIAMI, FLORIDA 33138.

ARTICLE II DURATION

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITAL STOCK

The aggregate number of authorized shares shall be One Thousand (1000) shares of common stock at \$1.00 par value.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1530 NE QUAYSIDE TERRACE, MIAMI, FLORIDA 33138. and the name of its initial registered agent at such address is: JENNIFER T. SAZANT

ARTICLE VI PRINCIPAL OFFICE

Address of the principal place of business is: 1530 NE QUAYSIDE TERRACE, MIAMI, FLORIDA 33138.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have at least one (1) Director with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote hereafter determine that the corporation be managed by the shareholders. The name of the first director of the corporation, who shall hold office for the first year, until the election of the additional directors at the organizational meeting, or until successors are elected and shall qualify are:

Name	Address
JENNIFER T. SAZANT	1530 NE QUAYSIDE TERRACE, MIAMI, FLORIDA 33138.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX-INCORPORATOR

The name and address of each incorporator is:

Name	Address
JENNIFER T. SAZANT	18405 W. DIXIE HIGHWAY, NORTH MIAMI BEACH, FL 33160

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation this 30 day of July, 1999.

Jennifer Sazant
JENNIFER T. SAZANT, INCORPORATOR

CERTIFICATE OF DESIGNATION

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

Jennifer Sazant
JENNIFER T. SAZANT, REGISTERED AGENT