

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
REGISTRATION DIVISION
(651) 296-2211

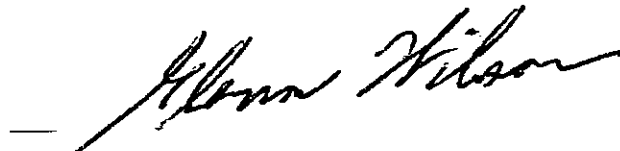
IN THE MATTER OF THE REGISTRATION OF:
FACES365 F/A
By FACES365 INC

ORDER OF
REGISTRATION

WHEREAS, an application has been filed pursuant to Minn.
Stat. §80C.04; and

WHEREAS, the applicant has complied with the requirements
of registration,

NOW, THEREFORE, IT IS ORDERED, that the registration be
declared effective as of the date set forth below.



GLENN WILSON
Commissioner
Department of Commerce
85 7th Place East, Suite 500
St Paul, MN 55101

Date: April 21, 2010
dlw

9

UNIFORM FRANCHISE REGISTRATION APPLICATION

F-6401

State: Minnesota

File No.: None
Fee: \$400

APPLICATION FOR (check only one):

 INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISESState of Minnesota
Dept. of Commerce RENEWAL APPLICATION OR ANNUAL REPORT

ARR 15 2010

 PRE-EFFECTIVE AMENDMENT

Rec'd \$ 400

 POST-EFFECTIVE MATERIAL AMENDMENT

FYE 12/31/10

1. Full Legal Name of Franchisor: Faces365, Inc., a California corporation

EFF 4/21/10

2. Name of the franchise offering: Faces365

3. Franchisor's principal business address:

N

10441 Fairway Dr., Suite 140
Roseville, CA 95678

4. Name and address of Franchisor's agent in this State authorized to receive service of process:

Minnesota Commissioner of Commerce
85 7th Place East, Suite 500
St. Paul, MN 55101

5. The states in which this application is or will be shortly on file: California (registered), Illinois (pending) and Minnesota (pending).

6. Name, address, telephone and fax numbers and email address of the person to whom communications regarding this application should be directed:

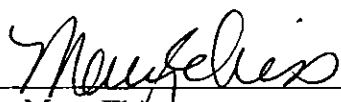
Jennifer N. Wenker
HUNT & JEPSON, LLP
2200B Douglas Blvd., Suite 150
Roseville, CA 95661
Phone: (916) 780-7008
Fax: (916) 780-7118
Email: jwenker@hunt-jepson.com

CERTIFICATION

I certify and swear under penalty of law that I have read and know the contents of this application, including the Franchise Disclosure document with an issuance date of March 19, 2010 and that all material facts stated in all those documents are accurate and those documents do not contain any material omissions. I further certify that I am duly authorized to make this certification on behalf of the Franchisor and that I do so upon my personal knowledge.

Executed at Roseville, California, March 19, 2010

Faces365, Inc., a California corporation



By: Mary Ekiss
Its: CEO

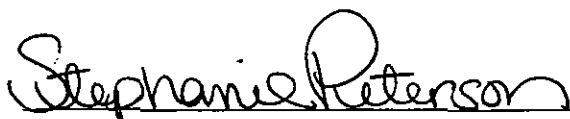
CORPORATE ACKNOWLEDGMENT

State of California)
 : ss.
County of Placer)

On March 19, 2010, before me, Stephanie Peterson, a Notary Public, personally appeared Mary Ekiss, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Witness my hand and official seal.



Signature



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