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Attorney At Law

Fred Ramirez, J.D., LL.M.

Juris Doctor
University of Miami (1973)

Master of Laws (In Estate Planning)
University of Miami (1993)

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April 22, 1997

July 14, 1988

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

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RE:
Filing Fees for:

Florida Derm Labs, Inc.

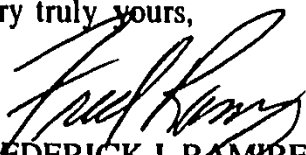
Certificate of Status for :
PIAZZA ENTERPRISES, INC.
DEAL DEVELOPERS, INC

Dear Sirs:

Enclosed herewith please find our draft in the amount of
\$ 140 for a Certificate (s) of Status and Incorporation on the
above-referenced corporation. Please forward this document to my office
at your earliest possible convenience. I have provided a self address
stamped envelope for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,


FREDERICK J. RAMIREZ

APR 25

BSB

FILED
97 APR 24 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FJR/daw

CERTIFICATE OF INCORPORATION
OF
FLORIDA DERM LABS, INC.

FILED
97 APR 24 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation shall be **FLORIDA DERM LABS, INC.** Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by the Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be:

To buy and sell real estate, build and develop unimproved land and conduct a general brokerage business on all forms or kinds of securities and to act as agents in the buying and selling of mortgages, equities, securities and other forms of negotiable instruments and evidences of indebtedness, and to buy and sell personal property, either wholesale or retail; to purchase, own, sell, rent, lease, mortgage and to act as the agent in the buying, owning, selling, renting, leasing and mortgaging of property, whether real, personal or otherwise; to manufacture, acquire or dispose of real estate or personal properties, equities and securities of whatever nature or kind for both cash and credit; to buy and sell bonds, stocks, notes, mortgages or other indebtedness or security; to loan money, either to itself or acting as agents in loaning and buying securities; to borrow money and to secure the same in whatever manner in which a corporation might do and is permissible under the Laws of the State of Florida.

To apply for, hold, purchase, acquire or otherwise deal in letters, patent or copyrights of the United States or other countries; to work, operate or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, assign, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this State or any other State, Country, Nation or Government, and while

owner of said stock, may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.

To loan money on real estate and personal property.

To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body, politic, country, county, territory, state, government or colony, or any dependency thereof, and without limit as to amount; draw, make, accept, discount, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness, whether secured by bond, mortgage or otherwise.

To do any and all of the things herein set forth to the same extent as natural persons might do or could do and in any part of the World as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold and reissue any of the shares of its capital stock.

In general to carry on any other business in connection therewith, whether manufacturing or otherwise, not specifically forbidden by the Laws of the State of Florida together with all the general powers conferred upon corporations by the Laws of the State of Florida.

ARTICLE III

The maximum number of Shares of Stock that the corporation is authorized to have outstanding at any time, shall be

2,000 Shares of \$1.00 Par Value

ARTICLE IV

The Initial Principal Office of the corporation shall be 10041 Pines Blvd., Suite C, Pembroke Pines, Florida 33024 and the initial Registered Agent of the corporation shall be FRED RAMIREZ, ESQUIRE, 10041 Pines Blvd., Suite C, Pembroke Pines, Florida 33024.

ARTICLE V

The Names and Street Addresses of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Susana Leal-Khouri	328 Crandon Boulevard Key Biscayne, Florida 33149.

The initial Board of Directors shall consist of 1 member.

ARTICLE VI

The Name and Street Address of each Incorporator to these ARTICLES OF INCORPORATION, are as follows:

Fred Ramirez, Esquire

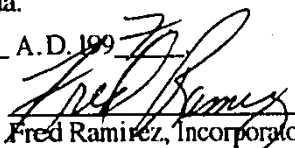
10041 Pines Blvd. Suite C
Pembroke Pines, Florida 33024

The corporation shall have perpetual existence.

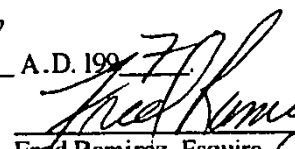
Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section §607.0501, F.S., the following is submitted:

First that **FLORIDA DERM LABS, INC.** desiring to organize or qualify under the Laws of the State of Florida, has named **FRED RAMIREZ ESQUIRE**, located at 10041 Pines Blvd. Suite C, Pembroke Pines, Florida 33024, as its agent to accept service of process within Florida.

Dated this 16 day of April A.D. 1997
 (SEAL)
Fred Ramirez, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 18 day of April A.D. 1997
 (SEAL)
Fred Ramirez, Esquire

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared FRED RAMIREZ, ESQUIRE who is personally known to me and who did (did not) take an oath and who executed the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me, according to Law, that they subscribed to those ARTICLES OF INCORPORATION.

WITNESS my hand and Official Seal, in the County and State aforesaid, this 18 day of April 1997.

My Commission Expires:


NOTARY PUBLIC



Kathleen Auld
My Commission CC603118
Expires November 21, 2000

FILED
97 APR 24 AM 11:02
TALLAHASSEE, FLORIDA