

F99000000899
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: THE DERMAL GROUP, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

600002722926--3
-12/28/98--01036--003
*****122.50 *****78.75

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

W98-29157

Michael D. Lawton

(Name of Person)

The Dermal Group, Inc.

(Firm/Company)

12343-A Sunrise Valley Drive

(Address)

Reston, VA 20191

(City/State/Zip)

600002722926
400002777034--6
-02/16/99--01074--001
***2015.00 ***2015.00

Should you need to call someone concerning this matter, please call:

Ruth Cupo

(Name of Person)

at (703) 758-0300 Ext. 19

(Area Code & Daytime Telephone Number)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:29

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

92/16



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1998

MICHAEL D. LAWTON
THE DERMAL GROUP, INC.
12343-A SUNRISE VALLEY DR.
RESTON, VA 20191

SUBJECT: THE DERMAL GROUP, INC.
Ref. Number: W98000029157

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:29

We have received your document for THE DERMAL GROUP, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

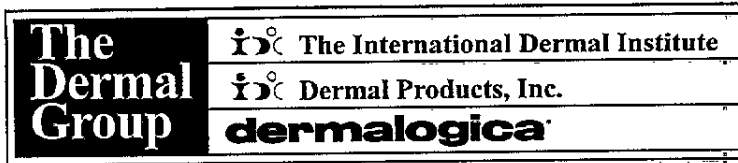
Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$9376.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 898A00060939



January 6, 1999

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

Attn: Jennifer Sindt
Document Examiner

Re: The Dermal Group, Inc.
Ref. Number: W98000029157

Dear Ms. Sindt:

In accordance with your letter number: 898A00060939 dated December 30, 1998, please find enclosed a sworn affidavit concerning the above referenced number.

Thank you for your assistance in this matter.

Sincerely,

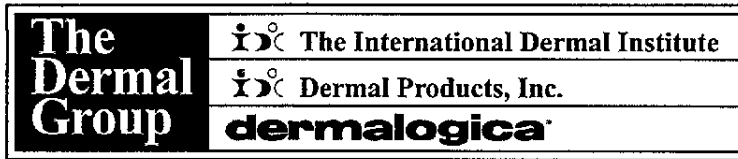
A handwritten signature in black ink, appearing to read 'Michael D. Lawton'.

Michael D. Lawton

MDL/RC

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:29



Michael Dendy Lawton being duly sworn, deposes and says as follows:

Ref. Number W98000029157

I, Michael Dendy Lawton, Vice-President of The Dermal Group, Inc., a Virginia based Corporation do hereby swear that:

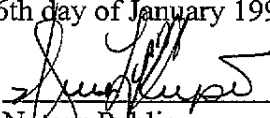
1. The information previously submitted on our application to do business in the State of Florida was incorrect.
2. Prior to opening a facility in Broward County we were exempt from obtaining authorization pursuant to section 607, 1501 or 617.1501 Florida Statutes number (1) f. Our actual start date as a Non-exempt foreign corporation is December 1, 1995.



Michael Dendy Lawton

COMMONWEALTH OF VIRGINIA:
COUNTY OF FAIRFAX: SS

Subscribed and sworn before me this 6th day of January 1999.



Notary Public

My commission expires: October 31, 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:29



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 11, 1999

MICHAEL D. LAWTON
THE DERMAL GROUP, INC.
12343-A SUNRISE VALLEY DR.
RESTON, VA 20191

SUBJECT: THE DERMAL GROUP, INC.
Ref. Number: W98000029157

We have received your affidavit concerning the date first transacted business in Florida and have adjusted the penalty fee accordingly.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3515.00.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 499A00001138

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:29



January 29, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Ms. Jennifer Sindt

RECEIVED

FEB 1 1999

Ref #: W98000029157
Letter #: 499A00001138

Office of General Counsel
Department of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:29

Dear General Counsel,

We are writing to appeal the civil penalty of \$3000 which has been assessed against The Dermal Group, Inc. (DGI) for operating in the state of Florida as a foreign corporation without due filings. We thoroughly agree with the Florida Statutes that we have been in violation due to our negligence in filing for qualification and the annual reports.

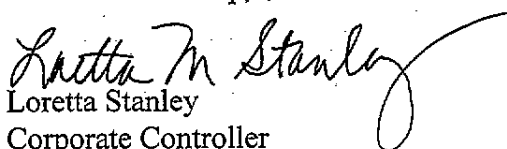
Please note that DGI is a Virginia corporation in good standing within the state of Virginia and hope to maintain the same standing operating within the state of Florida. We undertook what we believed to be the appropriate filings including:

- 1) Incorporating with the Florida Division of Unemployment Compensation and filing quarterly employer reports.
- 2) Incorporating with the Florida Department of Revenue and reporting monthly sales and use tax.
- 3) Incorporating with the Florida Department of Revenue and reporting annual corporate taxable income and paying the appropriate corporate tax due.
- 4) Incorporating within the Florida county of Broward and filing the annual tangible property tax return.

We hope that you can see from the above that we believed we were in full compliance with all of Florida's Statutes. Unfortunately, we did not file the required annual report with the Department of State. Please understand that it was not our intention to mislead the State of Florida in any manner and fully agree with the annual report fee assessment of \$515.

Please use your judgment in reviewing the penalty assessed and we would be pleased with any abatement that you feel would be appropriate in our particular situation. If you have any questions in relation to this matter, please contact me at 310-352-4784, ext. 310.

Sincerely,
The Dermal Group, Inc.


Loretta Stanley
Corporate Controller



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: (703) 758-2528

Please deliver the following pages to:

NAME: Loretta Stanley, Esq.,

COMPANY: Dermal Group, Inc.

CITY/STATE: Reston, Virginia

SENDER: Gerard York, Esq.,
Assistant General Counsel

DATE/TIME: 02/01/99 4:32 PM

NUMBER OF PAGES (including transmittal sheet): 2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This communication is in response to your letter to the Division of Corporations dated January 29, 1999.

To avoid litigation, we would offer to settle the issue of annual report fees and statutory penalties under section 607.1502(4), Florida Statutes, due from your client for the sum of \$2015, reflecting annual report fees from 1995 of \$515 and statutory penalties assessed at the statutory minimum of \$500.00 per year.

Upon receipt of a check in this amount payable to the Florida Department of State,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:29

Division of Corporations, I will instruct the Division of Corporations to issue a Certificate of Authority to Dermal Group, Inc. Any correspondence on this matter should be mailed to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250. Please feel free to call if there are questions.

If there are any problems in receiving this transmission, call Sherry at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 15, 1999

RE: Dermal Group, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1995 of \$515.00 and foreign non-qualified penalties for the same period of \$ 1500.00 assessed at the statutory minimum of \$ 500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATION
99 FEB 16 PM 1:29

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. THE DERMAL GROUP, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. COMMONWEALTH OF VIRGINIA
(State or country under the law of which it is incorporated)
3. 52-1602811
(FEI number, if applicable)
4. November 22, 1988
(Date of Incorporation)
5. _____
(Duration: Year corp. will cease to exist or "perpetual")
6. November 12, 1990
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. The Dermal Group, Inc.
1001 Knox Street, Torrance, CA 90502
(Current mailing address)
8. Wholesale Skin Care Products
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Anthony M. Bonavia
Office Address: 3201 West Commercial Blvd., #122
Ft. Lauderdale, Florida, 33309
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 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,

Anthony M. Bonavia
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:26

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Jane Martin Wurwand

Address: 1001 Knox Street

Torrance, CA 90502

Vice President: Michael D. Lawton

Address: 12343-A Sunrise Valley Drive

Reston, VA 20191

Secretary: Raymond L. Wurwand

Address: 1001 Knox Street

Torrance, CA 90502

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael D. Lawton, Vice-President

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:29

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

THE DERMAL GROUP, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is November 22, 1988.

Nothing more is hereby certified.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:29



Signed and Sealed at Richmond
December 18, 1998
on this Date:

Joel H. Beck

Clerk of the Commission