



THE UNITED STATES
CORPORATION
COMPANY

F99000004545

ACCOUNT NO. : 072100000032

REFERENCE : 359789 4300043

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP - 1 PM 4:11

ORDER DATE : August 31, 1999

ORDER TIME : 12:20 PM

ORDER NO. : 359789-005

CUSTOMER NO: 4300043

800002976088-13

CUSTOMER: Vito Piacente, Legal Asst
Proskauer Rose LLP
1585 Broadway

New York, NY 10036-8299

FOREIGN FILINGS

NAME: DR. SKIN, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TAMARA ODOM
9/1/99

**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. Dr. Skin, 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. Delaware
(State or country under the law of which it is incorporated)
3. 13-4075585
(FEI number, if applicable)
4. August 26, 1999
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 535 Madison Avenue, 28th Floor, New York, NY 10022
(Current mailing address)
8. E-Commerce/Internet Vendor
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

By: Patricia Pizutto
(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.

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: Thomas C. Dircks
Address: 535 Madison Avenue, 28th Floor
New York, NY 10022

Vice Chairman: Not Applicable

Address: _____

Director: Lori A. Livers
Address: 535 Madison Avenue, 28th Floor
New York, NY 10022

Director: A. Keith Henthorne
Address: 3507 Frontage Road, Suite 180
Tampa, Fl. 33607

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

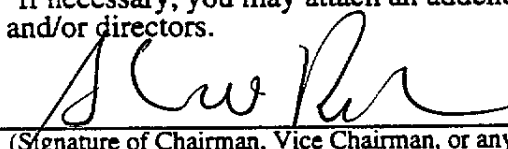
President: Thomas C. Dircks
Address: 535 Madison Avenue, 28th Floor
New York, NY 10022

Vice President: Lori A. Livers
Address: 535 Madison Avenue, 28th Floor
New York, NY 10022

Secretary: Stephen W. Rubin
Address: 1585 Broadway, Ste 22-30
New York, NY 10036

Treasurer: Jeff Casey
Address: 3507 Frontage Road, Suite 180
Tampa, FL 33607

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. Stephen W. Rubin, Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DR. SKIN, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DR. SKIN, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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08-31-99

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