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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

March 12, 2002

VIA U.S. MAIL

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: Skin Care Concepts, LLC

Dear Sir or Madam;

Enclosed for filing please find the *Articles of Organization* for the limited liability company "SKIN CARE CONCEPTS, LLC" along with a check in the amount of \$125 for the filing fees for the formation of the limited liability company and the designation of resident agent.

Please send a letter of acknowledgement to:

Stacey Griffiths, Esq. Retail Distributors, LLC 951 Broken Sound Parkway, Suite 195 Boca Raton, FL 33487

Should you need to reach me, please call me at (561) 999-9441.

Thank you.

Sincerely.

Stacey L. Griffiths, Esq.

Enclosures

J. BRYAN MAR 2 0 2002

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: SKIN CARE CONCEPTS, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

951 Broken Sound Parkway, Suite 195, Boca Raton, FL 33487

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Stacey L. Griffiths, Esq. 951 Broken Sound Parkway, Suite 195

Boca Raton, Florida 33487

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

VICTOR N. GRILLO, SR Typed or Printed Name of Signee