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DIVISION OF CORPORATIONS

DEANA E. SPRATT
625 MAIN STREET SUITE 25
WINDERMERE, FLORIDA 34786

June 9, 2006

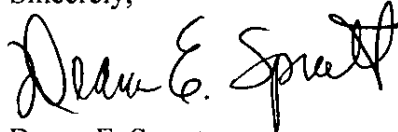
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

**RE: ARTICLES OF ORGANIZATION
SKIN DEEP LLC**

Dear Clerk:

Enclosed please find the Articles of Organization for a new Florida Limited Liability Company. The filing fee in the sum of \$125.00 is enclosed. Thank you for your assistance regarding this matter.

Sincerely,



Deana E. Spratt

:des
Enclosure.

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**ARTICLES OF ORGANIZATION
OF
SKIN DEEP, LLC**

The undersigned certifies that the members described herein have associated themselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be SKIN DEEP, LLC and its principal office shall be located at 625 Main Street, Suite 25, Windermere, Florida 34786. The mailing address of the entity shall be 625 Main Street, Suite 25, Windermere, Florida 34786. The entity shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to provisions of these Articles; and to hold, utilize, and

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in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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**ARTICLE III
EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV
MANAGEMENT**

This limited liability company shall be managed by one (1) manager. The name and address of the persons who shall serve until her successors are elected and qualified are as follows:

Deana E. Spratt

625 Main Street, Suite 25, Windermere, Florida 34786

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investments purposes, as determined by unanimous consent of the members. Members will make contribution in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits specified in the operating agreement. The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as specified in the operating agreement. The distributive share of the losses shall be determined and allocated to the members on the anniversary date of the commencement of business of the limited liability company.

ARTICLE VIII DURATION

This limited liability company shall exist for fifty (50) years from the filing date, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

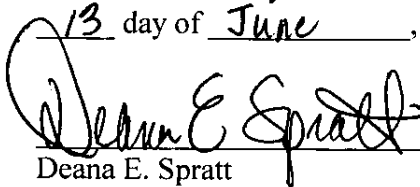
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**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 625 Main Street, Suite 25, Windermere, Florida 34786 and the name of the company's initial registered agent at that address is Deana E. Spratt.

The undersigned certifies that this instrument constitutes the proposed Articles of Organization of the above named limited liability company.

Executed by the undersigned at 625 Main Street Suite 25 Windermere Florida 34786 this 13 day of June, 2006.


Deana E. Spratt

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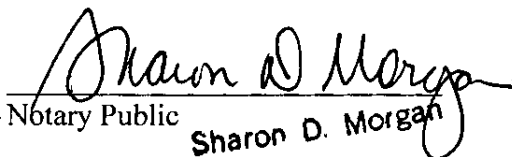
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Deana E. Spratt, personally known to me or who produced _____ as identification and who executed the foregoing Articles of Organization, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State aforesaid this 13 day of June, 2006.



Sharon D. Morgan
My Commission DD254105
Expires September 28, 2007


Notary Public
Sharon D. Morgan

Having been named as Registered Agent for the above stated Organization, at the place designated in these Articles. I hereby agree to act in this capacity, and I further agree to comply with the provisions of statutes relative to the property and complete performance of my duties.


DEANA E. SPRATT

Date: 6/13/06