

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000060360
FILED 8:00 AM
June 07, 2007
Sec. Of State
rhunt

Article I

The name of the Limited Liability Company is:
LIPSMART USA, LLC.

Article II

The street address of the principal office of the Limited Liability Company is:
6855 LYONS TECHNOLOGY CIRCLE
SUITE # 1
COCONUT CREEK, FL. US 33073

The mailing address of the Limited Liability Company is:
PO BOX 880088
BOCA RATON, FL. US 33488

Article III

The name and Florida street address of the registered agent is:
MIAMI CENTER REGISTERD AGENTS, LLC
201 S. BISCAYNE BLVD.
SUITE 1700
MIAMI, FL. 33131

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.

Registered Agent Signature: JORGE ESPINOSA, PA

Article IV

The name and address of managing members/managers are:

Title: MGRM
VALESSENCE GROUP, LLC.
PO BOX 880088
BOCA RATON, FL. 33488 US

Title: MGRM
JB KELLY, LLC.
9835 WEST BROADVIEW DRIVE
BAY HARBOUR ISLAND, FL. 33154 US

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Article V

The effective date for this Limited Liability Company shall be:

06/07/2007

Signature of member or an authorized representative of a member

Signature: BILL GERBER