

PO0000076309

August 4, 2000

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

Re: *SkinTonics, Inc.*

800003348388--6
-08/08/00--01007--002
*****78.50 *****78.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for *SkinTonics, Inc.*, together with a check in the amount of \$78.50 for your filing fee. Kindly register this corporation and provide me with a certified copy of the Articles (in the enclosed stamped envelope) at your earliest convenience.

Thank you for your prompt assistance.

Sincerely,

Marie A. Duvall
Marie A. Duvall

EFFECTIVE DATE
8-4-00

FILED
00 AUG -8 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-11
WC

ARTICLES OF INCORPORATION

OF

"SkinTonics, Inc."

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office

EFFECTIVE DATE
8-4-00

The name of this corporation shall be: *SkinTonics, Inc.*, and the principal place of business and mailing address of this corporation shall be: 421 Golfview Drive, Naples, Florida 34110.

ARTICLE II

Duration

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

Capitalization

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: Number of Shares Authorized - 100; Par Value Per Share - \$1.00; and Class of Stock - Common.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rate share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V
Initial Registered Office and Agent

The initial registered office of this corporation shall be at 421 Golfview Drive, Naples, Florida 34110, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent shall be Marie A. Duvall, 421 Golfview Drive, Naples, Florida 34110.

ARTICLE VI
Incorporator

The name and address of the Incorporator is: Marie A. Duvall, 421 Golfview Drive, Naples, Florida 34110.

ARTICLE VII
Director Conflict of Interest

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

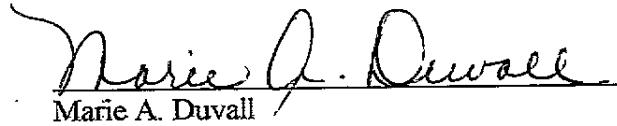
ARTICLE VIII
No Shareholder Liability

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX
Indemnification

This corporation shall indemnify its officers, directors, and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 4th day of August 2000.


Marie A. Duvall

ORGANIZATIONAL ACTION BY DIRECTOR

The undersigned, being the director of *SkinTonics, Inc.*, a corporation organized and existing under the laws of the State of Florida, does hereby adopt and order the following corporate actions:

1. The undersigned does hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.
2. The Bylaws attached to this corporate action are hereby adopted as the Bylaws of this corporation.
3. The specimen stock certificate and the corporate seal thereon as attached hereto are hereby adopted as the stock certificate and the seal of this corporation.
4. The fiscal year-end of the corporation shall be September 5th of each year.
5. The following person is elected to the offices set after their names and assume the duties fixed by the Bylaws of the corporation, until removed by the directors or until their successors shall be duly elected and qualified:

President	Marie A. Duvall
Vice-President	Marie A. Duvall
Secretary-Treasurer	Marie A. Duvall

6. The President and Secretary are authorized to open bank accounts on behalf of the corporation in accordance with standard form resolutions to be attached to this corporate action.

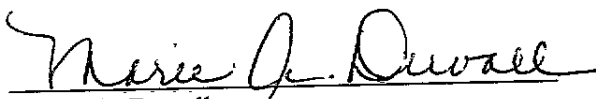
7. In consideration of the payment set forth below, which is deemed to be adequate by the Board of Directors, the President and Secretary are authorized to issue certificates of stock to the following person and in the following amount for the consideration paid as indicated:

Marie A. Duvall; 10 shares; \$100.00

8. The corporation, being a "small business corporation" as defined under Section 1361 of the Internal Revenue Code of 1986 (the "Code"), may elect to be taxed as an "S corporation" pursuant to Section 1362 of the Code, and the officers of the corporation shall be authorized and directed to evidence such election by completing and filing the proper Form with the Internal Revenue Service.

9. The actions contained herein shall be effective as of the 4th day of August 2000.

IN WITNESS WHEREOF, the undersigned Director has executed the foregoing corporate action for the purpose of giving her consent thereto.


Marie A. Duvall

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

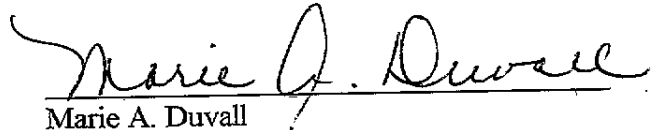
In compliance with the laws of the State of Florida, the following is submitted:

SkinTonics, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 421 Golfview Drive, Naples, Florida 34110, has named Marie A. Duvall, 421 Golfview Drive, Naples, Florida 34110, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: August 4th, 2000.


Marie A. Duvall