

Division of Corporations

Page 1 of 2

P0000079860**Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000044416 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : ISLER & SOMBATHY

Account Number : I19990000275

Phone : (850) 769-5532

Fax Number : (850) 785-5852

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 23 PM 4: 17

FILED

FLORIDA PROFIT CORPORATION OR P.A.**FARMAKON, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

0003
FILED
00 AUG 24 4 16 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FARMAKON, INC.

The undersigned incorporator LARYSA V. STEWART, hereby forms FARMAKON, INC., a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

1. NAME OF CORPORATION AND INITIAL ADDRESS: The name of this corporation shall be FARMAKON, INC. and its address is 1107 Parker Drive, Panama City, Florida 32401.

2. TERM OF EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

3. PURPOSE: This corporation is being organized for the purpose of completing all aspects involved in the manufacturing, distribution, and sale of cosmetics and shall engage in the transaction of any and all business activities permitted under the laws of Florida and the laws of the United States of America.

4. CAPITAL STOCK: The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) par value of three dollars (\$3.00) per share.

5. REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of this corporation in the State of Florida is 1107 Parker Drive, Panama City, Florida 32401. The initial registered agent for this corporation at its registered office is LARYSA V. STEWART. The Board of Directors shall have the power to establish branch offices, and to move the registered

H00000044416 6

office of the corporation to any other address in Florida. The principal office of the corporation shall be 1107 Parker Drive, Panama City, Florida 32401.

6. BOARD OF DIRECTORS: The number of directors of the initial Board of Directors of this corporation is THREE (3). The names and addresses of the members of the initial Board of Directors of this corporation are as follows:

- Larysa V. Stewart
1107 Parker Drive
Panama City, Florida 32401
- Ulle Toomeoja
1007 Arbours Drive
Panama City, Florida 32401
- Elna Sepp
1007 Arbours Drive
Panama City, Florida 32401

7. INCORPORATOR: The following is the name and address of the incorporator of this corporation:

Larysa V. Stewart
1107 Parker Drive
Panama City, Florida 32401

8. PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

9. TRANSFER RESTRICTIONS: No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation,

without first offering such shares for sale to this corporation and/or its current shareholders at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing.

If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares are held subject to certain transfer restrictions imposed by this corporation's Articles of Incorporation, a copy of which is on file at the corporation's principal office."

10. INDEMNIFICATION: This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

11. AMENDMENT: This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments thereto. Any rights conferred upon the shareholders

H00000044416 6

shall be subject to this reservation.

12. SECTION 1244 STOCK: Since the provisions of Section 1244 of the Internal Revenue Code permit ordinary loss treatment, when the holder of Section 1244 Stock sells or exchanges such stock at a loss, or when such stock becomes worthless, a plan to issue Section 1244 Stock is adopted, effective as of this date. Under this plan, this corporation is authorized to offer and issue all of its authorized common stock on or subsequent to this date and before one day less than two years from this date, or before the date when this corporation shall make a subsequent offering of any stock, whichever occurs first. During the above period, this corporation shall offer and issue only the shares of common stock offered hereunder.

The maximum amount to be received by this corporation, in consideration of the common stock to be issued pursuant to this plan shall be \$1,000,000.00, and the common stock shall be issued only for money and other property (other than stock securities). The officers of this corporation are hereby authorized, empowered, and directed to do and perform any and all acts necessary to carry out this plan and to qualify the common stock offered and issued under it as "small business stock" as the term is defined in the Internal Revenue Code and the regulations thereunder.

H000000144416 6

H00000044416 6

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Panama City, Florida, on this 15th day of August, 2000.

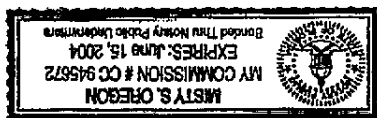
Larysa V. Stewart
Larysa V. Stewart
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Larysa V. Stewart, to me known and known to me to be the person described as incorporator and who signed these Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of August, 2000.

☒ Who is personally known by me.
☐ Who produced _____ as identification.



(Notary Seal)

Misty S. Oregon

Notary Public (Print) (Signature) Name)

H00000044416 6

**CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
FARMAKON, INC.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That FARMAKON, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, has designated Larysa V. Stewart as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Larysa V. Stewart
Larysa V. Stewart
1107 Parker Drive
Panama City, Florida 32401

FILED
00 AUG 23 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA