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Dennis R. Long
Beth S. Wilson
Warren A. Wilson III

Colleen McMahon



W W L
ATTORNEYS

Wilson, Wilson & Long, P.A.
31608 U.S. Hwy 19 North
Palm Harbor, FL 34684

Telephone: (727) 785-7676
Telephone: (727) 849-3111
Telecopier: (727) 785-2708
E-mail: wwl@ix.netcom.com
www.floridafamilylaw.com

September 19, 2000

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****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: **THE SKIN YOU'RE IN, INC.**

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-named corporation, together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is a check in the amount of \$122.50 to cover the following fees:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copy

Please certify the enclosed copy of the Articles of Incorporation and return the same to me.

Thank you very much for your cooperation in this matter.

Very truly yours,

Warren A. Wilson, III

WAW:sms
Enclosures

S-C CORP/COVER.LTR

FILED
00 SEP 21 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. bucn SEP 20 2000

ARTICLES OF INCORPORATION
OF
THE SKIN YOU'RE IN, INC.

FILED
00 SEP 21 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I - NAME

The name of this corporation is **THE SKIN YOU'RE IN, INC.**

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall all be of one class of Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right

to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is at 31608 U.S. Highway 19 North, Palm Harbor, Florida 34684, and the name of the initial registered agent of this corporation at that address is WARREN A. WILSON, III.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business for this corporation has not been established at this time; the mailing address is 31608 U.S. Highway 19 North, Palm Harbor, Florida 34684.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of this corporation in the manner provided by law, but shall never be less than one (1). The name and street address of the initial director of this corporation who shall serve until a successor is duly elected and qualified is:

<u>Name</u>	<u>Address</u>
WARREN A. WILSON, III	31608 U.S. Highway 19 North Palm Harbor, Florida 34684

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
WARREN A. WILSON, III	31608 U.S. Highway 19 North Palm Harbor, Florida 34684

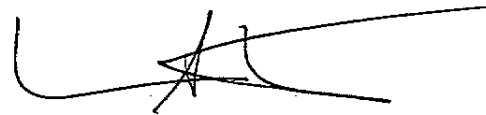
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

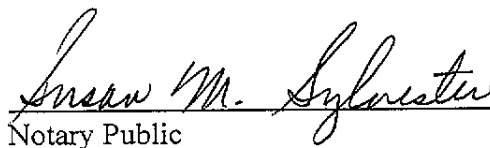
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of Sept., 2000.



WARREN A. WILSON, III

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of Sept., 2000, by WARREN A. WILSON, III, who is personally known to me.


Notary Public

Susan M. Sylvester
MY COMMISSION # CC917224 EXPIRES
May 6, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

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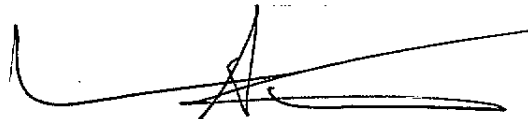
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, **THE SKIN YOU'RE IN, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **WARREN A. WILSON, III**, located at 31608 U.S. Highway 19 North, Palm Harbor, Florida, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: Sept. 19, 2000



WARREN A. WILSON, III

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00 SEP 21 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED