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BURTON E. STRUBHAR

ATTORNEY and COUNSELLOR AT LAW

703-5 South Palafox Street
Pensacola, Florida 32501

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October 31, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

000003451850--C
-11/03/00--01091--014
*****78.75 *****78.75

Re: Youth Mist, Inc.

Dear Ladies or Gentlemen:

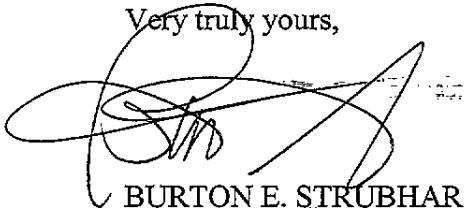
Please find enclosed the original and one (1) duplicate copy of the Articles of Incorporation for the above-referenced corporation.

I would appreciate your filing the original and return the copy, duly certified, to my office at the above letterhead address.

I have also enclosed my firm's check in the sum of \$78.75, representing your filing fee of \$70.00 and \$8.75 for the certified copy.

If any further information is needed, please do not hesitate to contact me.

Very truly yours,



BURTON E. STRUBHAR

BES/hj

enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF

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YOUTH MIST, INC.

The undersigned subscriber to these articles, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida, and under the following articles:

ARTICLE I - NAME

The name of this corporation shall be YOUTH MIST, INC., with a street address and mailing address of 1463 Sanibel Lane, Gulf Breeze, Florida 32561.

ARTICLE II - NATURE OF BUSINESS

This corporation shall engage in the skin care business and any activities or business permitted under the laws of the United States or of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of one class denoted common stock having a nominal par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 703-5 South Palafox Street, Pensacola, Florida 32501. The name of the initial registered agent of this corporation is Burton E. Strubhar whose address is 703-5 South Palafox Street, Pensacola, Florida 32501.

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have two (2) directors initially. The number

of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but there shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the initial directors and the corporate officers are:

NAME	ADDRESS	OFFICE
Betsy DeLozier	1463 Sanibel Lane Gulf Breeze, FL 32561	President
Lee Ropelewski	1463 Sanibel Lane Gulf Breeze, FL 32561	Sec-Treas./Vice-Pres.

ARTICLE VIII - SUBSCRIBERS

The name and residence of the subscriber to these articles of incorporation is:

NAME	ADDRESS
Betsy DeLozier	1463 Sanibel Lane Gulf Breeze, FL 32561
Lee Ropelewski	1463 Sanibel Lane Gulf Breeze, FL 32561

ARTICLE IX - PREEMPTIVE RIGHTS

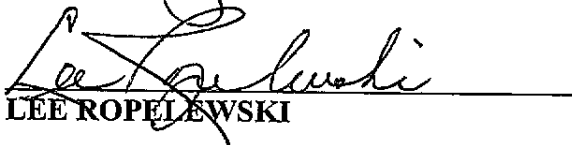
Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - RESTRICTIONS ON SALE OF STOCK

The corporation, and subject to the priority of the corporation the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null

and void. In case a stockholder, his/her personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder desires to sell his/her shares of stock, he/she shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he/she has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice they shall be deemed to have waived their privilege of purchasing and the stockholders, or the person in privity with him/her, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.


BETSY DeLOZIER


LEE ROPELEWSKI

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 30th day of

October, 2000, by BETSY DeLOZIER, who (✓) is personally known by me, or who () has produced _____ as identification, who acknowledged that she subscribed to those Articles.



"OFFICIAL SEAL"
Holly M. Johnson
My Commission Expires 9/24/2001
Commission #CC 683467
Bonded Thru Old Republic Surety, Co.

Holly M. Johnson
NOTARY PUBLIC
Print: Holly M. Johnson
My commission expires: 9-24-01

STATE OF FLORIDA
COUNTY OF ESCAMBIA

October The foregoing instrument was acknowledged before me this 30th day of October, 2000, by LEE ROPELEWSKI, who (✓) is personally known to me or who () has produced _____ as identification, who acknowledged that he subscribed those Articles.



"OFFICIAL SEAL"
Holly M. Johnson
My Commission Expires 9/24/2001
Commission #CC 683467
Bonded Thru Old Republic Surety, Co.

Holly M. Johnson
NOTARY PUBLIC
Print: Holly M. Johnson
My comm. exp. 9-24-01

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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That YOUTH MIST, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Pensacola, County of Escambia, State of Florida, has named BURTON E. STRUBHAR, located at 703-5 South Palafox Street, Pensacola, State of Florida, 32501, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to read 'B. Strubhar', is written over a horizontal line.

BURTON E. STRUBHAR - Resident Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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