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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

SKIN FIT DISTRIBUTORS, INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Skin Fit Distributors, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

C/O RF Business Services, Inc.
7156 SW 47 Street
Miami, FL 33155

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

RAFAEL FERNANDEZ
7156 SW 47 Street
Miami, FL 33155

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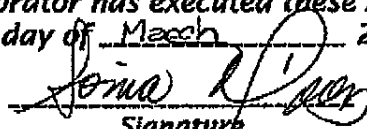
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ARTICLE V - INCORPORATOR

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

Sonia Mercado
9851 Costa Del Sol
Miami, FL 33178

The undersigned incorporator has executed these Articles of Incorporation this 13 day of March 2000


Signature

ARTICLE VI- DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

- (P) Sonia Mercado - 9851 Costa Del Sol Blvd. , Miami, FL 33178
- (VP) Orlando L. Perez - 9851 Costa Del Sol Blvd. , Miami, FL 33178
- (S) Carlos Arango - 14120 SW 142 Avenue, Miami, FL 33186

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT /REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at 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 related 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

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