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From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : T20000000257
Phone : (850) 224-8870
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FLORIDA PROFIT CORPORATION OR P.A.

Rachel's Natural Skin Care, Inc.

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**ARTICLES OF INCORPORATION
OF
RACHEL'S NATURAL SKIN CARE, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is Rachel's Natural Skin Care, Inc.,
(hereinafter as "Corporation.")

ARTICLE 2 - PURPOSE OF BUSINESS

The Corporation shall engage in any lawful activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office and mailing address of this Corporation is:

1753 Irving Street
Sarasota, Florida 34236-8423

The corporation shall have the power to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed to be expedient.

ARTICLE 4 - INCORPORATOR

The name and street address of the Incorporator of this Corporation is:

John E. Kadisak
2831 Ringling Blvd., Suite 215E
Sarasota, Florida 34237-5353

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ARTICLE 5 - OFFICERS

The officers of this Corporation shall be:

President: Rachel L. Soucy
Secretary: Rachel L. Soucy
Treasurer: Rachel L. Soucy

whose address shall be the same as the principal address of this Corporation.

ARTICLE 6 - DIRECTOR(S)

There shall be a Board of Directors of this Corporation, which shall consist of not less than one (1), nor more than seven (7) in number, the number of same to be fixed by the Board of Directors or by the corporate by-laws.

The first Director(s) this Corporation shall be:

Rachel L. Soucy

whose address shall be the same as the principal address of this Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is five thousand (5,000) shares of common stock, each share having a par value of one dollar (\$1.00).
- 7.2 All holders of shares of common stock shall be identical with each other in every respect, and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon dissolution of this Corporation, shall be entitled to receive the net assets of this Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

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7.5 The Board of Director(s) of this Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of this Corporation.

7.6 The Board of Director(s) of this Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

7.7 Shares of stock shall be issued initially to the following person and in the amount as set opposite the person's name:

Rachel L. Soucy - 100 shares

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of Shareholders of this Corporation and transferability of the shares of stock of this Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of this Corporation.

ARTICLE 9 - POWERS OF CORPORATION

This Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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ARTICLE 11 - REGISTERED OWENER(S)

This Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of this Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by this Corporation, this Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not this Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is John E. Kadisak, C.P.A., P.A., located at 2831 Ringling Blvd., Suite 215E, Sarasota, Florida 34237-5353. The name and address of the initial registered agent of this Corporation is:

John E. Kadisak
John E. Kadisak, C.P.A., P.A.
2831 Ringling Blvd., Suite 215E
Sarasota, Florida 34237-5353.

ARTICLE 13 - BY-LAWS

The Board of Director(s) of this Corporation shall have power, without the assent or vote of the Shareholders, to make, alter, amend or repeal the Bylaws of this Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

It is specified that the date when corporate existence of this Corporation shall commence is the date of filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE 15 - INDEMNIFICATION

This Corporation shall indemnify any current or former Director or Officer of this Corporation to the full extent provided and permitted by law.

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ARTICLE 16 - AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon Shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation

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IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws of
the State of Florida, this 22st day of August, 2001.


John E. Kadisak, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

John E. Kadisak, C.P.A., P.A., having a business office identical with the
registered office of the Corporation named above, and having been designated
as the Registered Agent in the above and foregoing Articles of Incorporation, is
familiar with and accepts the obligations of the position of Registered Agent
under the applicable provisions of the Florida Statutes.

John E. Kadisak, C.P.A., P.A.

By: 
John E. Kadisak, President

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