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ACCOUNT NO. : 072100000032

REFERENCE : 488056 7285952

AUTHORIZATION :

Patricia Figgate

COST LIMIT : \$ 70.00

ORDER DATE : September 17, 2001

ORDER TIME : 1:04 PM

ORDER NO. : 488056-001

CUSTOMER NO: 7285952

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CUSTOMER: Mr. Robert C. Howard
Mr. Robert C. Howard

6979 Town Harbour Blvd. #213

Boca Raton, FL 33433

DOMESTIC FILING

NAME: ADOLESCENCE SKIN CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

FILED
2001 OCT 11 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/11/01

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 OCT 11 PM 2:28

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2001 OCT 11 PM 3:14

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ADOLESCENCE SKIN CARE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ADOLESCENCE SKIN CARE, INC.

The address of the principal office of this corporation shall be 6979 Town Harbour Boulevard, #213, Boca Raton, Florida 33433, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1700 SW 7th Street, Boca Raton, Florida 33486, and the name of the initial registered agent of the corporation at that address is Michelle Lewczyk.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert Howard Dir.	6979 Town Harbour Boulevard, #213 Boca Raton, Florida 33433
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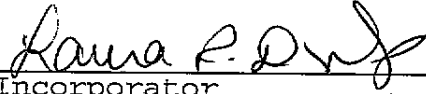
Michelle Lewczyk Dir.	6979 Town Harbour Boulevard, #213 Boca Raton, Florida 33433
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ARTICLE VII. INCORPORATOR

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

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on October 11, 2001.



Incorporator
Its Agent, Laura R. Dunlap

njh

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN THE ARTICLES OF INCORPORATION

MICHELLE LEWCZYK, an individual residing in this
state, having a business office at 1700 SW 7th Street,
Boca Raton, Florida 33486, and having been
designated as the Registered Agent in the above and foregoing
Articles of Incorporation of:

ADOLESCENCE SKIN CARE, INC.

MICHELLE LEWCZYK is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

By: Michelle Lewczyk

Typed Name: MICHELLE LEWCZYK

dew