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FLORIDA PROFIT CORPORATION OR P.A.

Skin by Nikki, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03/4
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION

OF

SKIN BY NIKKI, INC.

Article I - Name and Address

The name of this corporation is:

SKIN BY NIKKI, INC.

and the address of the corporation is:

1810 CORAL RIDGE DRIVE
FORT LAUDERDALE, FLORIDA 33304

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 100 Shares of One Dollar (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash 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.

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Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Bank of America Tower, One Financial Plaza, Suite #2602, Fort Lauderdale, Florida, 33394; and the name of the initial registered agent of this corporation at that address is Jeffrey S. wood.

Article VII - 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 the By-Laws, but shall never be less than one (1).

The name(s) of the Director(s), their addresses and office to be held by each for the first year of existence of this Corporation or until their successors are elected and have qualified are:

Name	Address	Office
Nicole Arquette	1810 Coral Ridge Dr. Fort Lauderdale, FL 33304	President/ Secretary/ Treasurer and Director

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation (Incorporator and Subscriber) is:

NICOLE ARQUETTE, 1810 Coral Ridge Dr., Fort Lauderdale, FL 33304, and the number of shares of stock to which the subscriber agrees to take is: 100 SHARES

Article IX - Indemnification

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

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 11th day of January, A.D., 2002.

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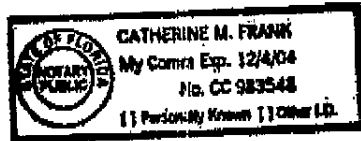
Nicole Arquette
NICOLE ARQUETTE

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared NICOLE ARQUETTE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11th day of January, A.D., 2002.



Catherine M. Frank
Notary Public

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SKIN BY NIKKI, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 11th day of January, 2002.

Jeffrey S. Wood
JEFFREY S. WOOD
Registered Agent

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