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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 387436 .10811A

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 78.75

ORDER DATE : February 6, 2002

ORDER TIME : 2:19 PM

ORDER NO. : 387436-005

CUSTOMER NO: 10811A

CUSTOMER: Mr. David Kron
Sider & Kron, P.a.
P.a.
150 East Boca Raton Road
Boca Raton, FL 33432

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WENDY'S SKIN CARE, INC.

600004884136--9

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
WENDY'S SKIN CARE, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

WENDY'S SKIN CARE, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock with a par value of \$1.00 per share.

All of said shares shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Wendy Bonner
980 Marble Way
Boca Raton, Florida 33432

ARTICLE VI

This corporation shall have one (1) director initially. The name and address of the initial director of the corporation, who shall hold office until her successors are elected and qualified or until her earlier resignation or removal from office is:

Wendy Bonner
980 Marble Way
Boca Raton, Florida 33432

The number of directors may be increased or decreased from time to time pursuant to the By-Laws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

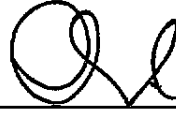
Donald C. Sider
150 East Boca Raton Road
Boca Raton, Florida 33432

ARTICLE VIII

The mailing address of the corporation is:

980 Marble Way
Boca Raton, Florida 33432

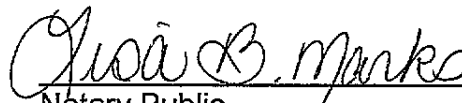
Executed at Boca Raton, Florida, this 30th day of January, 2002.



DONALD C. SIDER, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30th day of January, 2002, by DONALD C. SIDER. He is personally known to me and did not take an oath.



Notary Public
(SEAL)



Lisa B. Marks
MY COMMISSION # CC944169 EXPIRES
July 23, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of WENDY BONNER, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 30th day of January, 2002.


WENDY BONNER, Registered Agent

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