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April 10, 2002

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

RE: SKINBELIEVABLE, INC.

300005271893--6
-04/15/02--01041--008
*****70.00 *****70.00

Gentlemen:

Enclosed herein for filing in reference to the captioned matter please find original and one copy of the Articles of Incorporation. Also enclosed is my check made payable to your office in the sum of \$70.00 representing payment for the filing fee and registered agent fee.

Please file the original of these Articles and return to my office a copy of same together with your receipt for the monies enclosed herewith.

Thank you for your attention to this matter.

Very truly yours,

GUILLERMO A. RUIZ, P.A.

Guillermo A. Ruiz

GAR/ms

Enclosures

R. VARNADORE APR 22 2001

**ARTICLES OF INCORPORATION
OF
SKINBELIEVABLE, INC.**

FILED
02 APR 15 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, subscribers to these Articles of Incorporation, each being competent to contract, do hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Skinbelievable, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is formed primarily for the purpose of manufacturing, sales and distribution of cosmetic products and other related businesses, may engage in any lawful business for which corporations may be incorporated under the laws of the state of Florida.

ARTICLE IV

The maximum number of shares that this corporation is authorized to have issued at any one time is One Hundred (100) shares of common stock having no par value.

ARTICLE V

The street address and mailing address of the initial registered office and principal office of the corporation is 4900 28th Street South, St. Petersburg, FL 33712. The principal office is the mailing address for the corporation. The registered office is the location where service of process can be accepted. The name of the initial registered agent at the principal office and registered office of the corporation stated above is Michael Lemle, who accepts said position as registered agent of this corporation and who states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation as evidenced by his signature at the end of these Articles of Incorporation.

ARTICLE VI

The number of Directors of this corporation shall be as provided in the By-Laws but shall not be less than one (1) nor more than seven (7); said initial Board of Directors shall consist of two (2) in number as set forth in Article VII.

ARTICLE VII

The names and addresses of the first Board of Directors who, subject to the laws of the state of Florida, shall hold office for the first year of the corporation's existence or

until their successors are elected and shall have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL LEMLE	4900 28th Street South St. Petersburg, FL 33712
SANDY AKL	4900 28th Street South St. Petersburg, FL 33712

ARTICLE VIII

The amount of capital with which the corporation shall begin business is Five Hundred and no/100ths (\$500.00) Dollars.

ARTICLE IX

The name and address of the initial subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL LEMLE	4900 28th Street South St. Petersburg, FL 33712
SANDY AKL	4900 28th Street South St. Petersburg, FL 33712

ARTICLE X

These Articles of Incorporation shall become effective upon filing and approval by the Secretary of State as indicated by his endorsement thereon with the date and time of approval, as set forth on the duplicate.

ARTICLE XI

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida. Every Amendment shall be approved by the Stockholders, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinbefore named, both within and without the state of Florida, and in the pursuance of the Corporation Laws of the state of Florida, do make and file in the office of the Secretary of State of the state of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

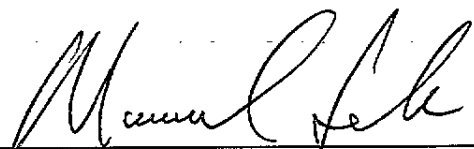

MICHAEL LEMLE, SUBSCRIBER

SANDY AKL, SUBSCRIBER

ACCEPTANCE OF REGISTERED AGENT

The undersigned, MICHAEL LEMLE, hereby accepts the position as Registered Agent of this corporation and states that he is familiar with and accept the duties and responsibilities as registered agent for this corporation.

DATED: 4-10-02, 2002.


MICHAEL LEMLE, Registered Agent

STATE OF FLORIDA :
 : SS
COUNTY OF PINELLAS :

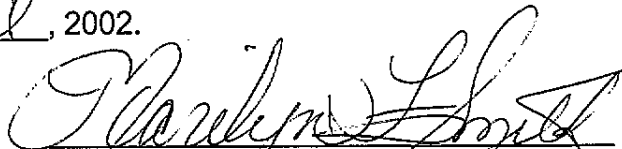
BEFORE ME, the undersigned authority, personally MICHAEL LEMLE and SANDY AKL, who, being by me first duly cautioned and sworn, depose and say: that they are the individuals described in and who executed the foregoing Articles of Incorporation; and do hereby acknowledge before me that they executed same for the purposes expressed therein.

SUBSCRIBED AND SWORN to before me, a Notary Public, in the County and State aforesaid, this 10th day of April, 2002.

(SEAL)



Marilyn F. Smith
MY COMMISSION # CC889668 EXPIRES
March 4, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC, State of Florida
Name: MARILYN F. Smith
Address: 2901 - 5th Ave. No.
St Petersburg FL 33713
Commission Expires: 3/4/2004