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April 23, 2002

Department of State  
Division of Corporations  
State of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR 26 PM 3:09

Re: SkiCeuticals, Inc.  
Our File: GRE 4954

000005359090--7  
-04/26/02--01042--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find the original and two (2) copies of:

**Articles of Incorporation of  
SkiCeuticals, Inc.**

for incorporation in the State of Florida. Also, enclosed is my check #15157 payable to your order, in the sum of \$78.75, covering the filing fee.

Please return a stamped copy of the Articles in the enclosed self-addressed, stamped envelope.

Should you have any questions, please give us a call.

Very truly yours,

TIMOTHY H. KENNEY

THK:epw  
Enc.

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APR 30

**ARTICLES OF INCORPORATION**

**OF**

**SkiCeuticals, Inc.**

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**ARTICLE I. NAME**

The name of this corporation shall be SkiCeuticals, Inc.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, State of Florida. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 1,000 par value shares of common capital stock, each share having a par value of \$1.00.

#### **ARTICLE V. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

HOWARD A. GREEN  
120 Butler Street, Suite A  
West Palm Beach, FL 33407

#### **ARTICLE VI. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

120 Butler Street, Suite A  
West Palm Beach, FL 33407

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

TIMOTHY H. KENNEY, Esq.

**ARTICLE VIII. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is:

HOWARD A. GREEN  
120 Butler Street, Suite A  
West Palm Beach, FL 33407

**ARTICLE IX. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
HOWARD A. GREEN - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of SkiCeuticals, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SkiCeuticals, Inc.

  
\_\_\_\_\_  
TIMOTHY H. KENNEY - Registered Agent

State Of Florida

County Of Palm Beach

On April 17<sup>th</sup>, 2002, TIMOTHY H. KENNEY, designated above as the individual who

shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of SkiCeuticals, Inc.

*Emilie P. Wilson*

Notary Public



Emilie P. Wilson  
Commission # CC 781739  
Expires OCT. 24, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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