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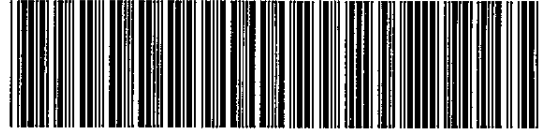
(Business Entity Name)

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60-5-11

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Skin Emporium

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: *AW*

Name _____

Date *11/4*

Time _____

Walk-In _____

Will Pick Up _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION OF
THE SKIN EMPORIUM, INC.**

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

THE SKIN EMPORIUM, INC.

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS **FIVE HUNDRED (500) SHARES OF COMMON STOCK, HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.**

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN **FIVE HUNDRED (\$500.00) DOLLARS.**

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE V1

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

16351 CAMMI LANE
FT. LAUDERDALE, FLORIDA 33326

ARTICLE V11

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE AT LEAST ONE (1) AND NO MORE THAN FIVE (5).

ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE AS FOLLOWS:

ROBIN SMITH
16351 CAMMI LANE
FT. LAUDERDALE, FLORIDA 33326

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES OF INCORPORATION AS SUBSCRIBER IS AS FOLLOWS:

ROBIN SMITH
16351 CAMMI LANE
FT. LAUDERDALE, FLORIDA 33326

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF RECORD.

IN WITNESS WHEREOF, THE UNDERSIGNED, ROBIN SMITH, BEING A NATURAL PERSON, COMPETENT TO CONTRACT, HAS HEREUNTO SET HER HAND(S) AND SEAL(S) THIS
21TH DAY OF OCTOBER, 2002

Robin Smith (SEAL)

_____ (SEAL)

(SEAL)

(STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF FLORIDA, PERSONALLY APPEARED, ROBIN SMITH, TO ME WELL KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE FORGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY HAVE EXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEALS THIS 21TH DAY OF OCTOBER -2002
JENNIE KREITZ EDEL

(NOTARY SEAL)

Jennie Kreitz Edel

PERSONALLY KNOWN OR PRODUCED IDENTIFICATION
TYPE OF IDENTIFICATION PRODUCED - DRIVER'S LICENSE

JENNIE KREITZ EDEL
Notary Public, State of Florida
My comm. exp. Nov. 7, 2004
Comm. No. CC 978753

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE
SERVED.**

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THE SKIN EMPORIUM, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF
INCORPORATION, IN THE CITY OF FT. LAUDERDALE, COUNTY OF BROWARD, STATE OF
FLORIDA, HAS NAMED ROBIN SMITH, LOCATED AT 16351 CAMMI LANE, FT. LAUDERDALE,
FLORIDA, 33326 AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO
ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT
RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: ROBIN SMITH

Robin Smith

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 NOV -4 PM 12:16

FILED