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FLORIDA PROFIT CORPORATION OR P.A.

SKIN ELEMENTS, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, P.S. (Profit)

ARTICLE I - NAME

The name of the corporation shall be:

SKIN ELEMENTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailling address is:

c/o M.F. Dickman
166 Harbor Dr., Unit #3
Key Biscayne, Fl 33149

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is:

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - SHARES

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES with a \$1.00 par value.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI - OFFICERS / DIRECTORS

The name(s) and street address (es) of initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

M. Fernanda Dickman
166 Harbor Dr., Unit #3
Key Biscayne, Fl 33149

Michael Dickman
166 Harbor Dr., Unit #3
Key Biscayne, Fl 33149

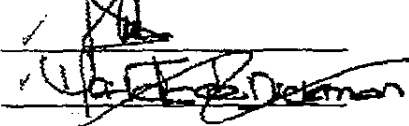
ARTICLE VII - INCORPORATOR (S)

The name(s) and street address (es) of the incorporator(s) to these articles of incorporation is (are):

Michael Dickman
166 Harbor Dr., Unit #3
Key Biscayne, Fl 33149

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this _____ day of _____, 2002.

Signature(s) of Incorporator(s)



Michael Dickman

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CERTIFICATE DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: SKIN ELEMENTS, INC.
- 2. The name and address of the registered agent and office is:

Michael Dickman
166 Harbor Dr., Unit #3
Key Biscayne, Fl 33149

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND IF FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

DATE December 18th, 2002