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TALLAHASSEE, FLORIDA

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09-23-03

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September 15, 2003

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

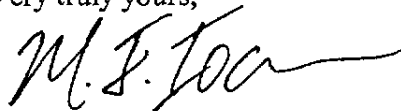
Re: **TOPICLEAR GOLD, INC.**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation, along with a check in the amount of **\$87.50** made payable to the Florida Department of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes.

Please return the Certificate of Status and a filed certified copy of the Articles of Incorporation to the undersigned counsel in the enclosed, self-addressed and prepaid Federal Express envelope at your earliest convenience. Thank you.

Very truly yours,



Michael J. Ioannou

MJI/HSL
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
TOPICLEAR GOLD, INC.

In compliance with Chapter 607 of the Florida Statutes, the undersigned incorporator adopts these Articles of Incorporation for the purpose of creating a Florida profit corporation:

ARTICLE I. NAME

The name of the corporation shall be: ***TOPICLEAR GOLD, INC.***

ARTICLE II. PRINCIPAL OFFICE

The street and mailing address of the initial principal place of business of the corporation shall be: 1592 N.W. 159th Street, Miami, Florida 33169.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful activities permitted under the laws of the United States, the State of Florida, including but not limited to, the manufacture, distribution and promotion of the Topiclear Gold line of skin care products.

ARTICLE IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized initially to have outstanding is 3,000 Shares of Common Stock at \$1.00 par value

ARTICLE V. TERM OF EXISTENCE

The corporation may exist perpetually and indefinitely.

ARTICLE VI. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have three (3) directors initially.

ARTICLE VII. REGISTERED AGENT

The name and Florida street address of the initial registered agent is:


Michael J. Ioannou
MCCLOSKEY, D'ANNA, IOANNOU & DIETERLE, LLP
2300 Glades Road
Suite 400 - East Tower
Boca Raton, FL 33431

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Michael J. Ioannou, Esquire
MCCLOSKEY, D'ANNA, IOANNOU & DIETERLE, LLP
2300 Glades Road
Suite 400 - East Tower
Boca Raton, Florida 33431

The undersigned incorporator has executed these Articles of Incorporation this 15th day of September, 2003.



Michael J. Ioannou

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

TOPICLEAR GOLD, INC. submits the following statement in designating the registered agent/registered office, in the State of Florida. The name and Florida Street address of the registered agent registered office is:

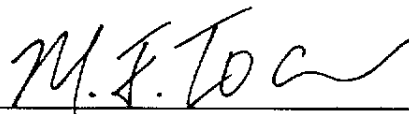
Michael J. Ioannou
MCCLOSKEY, D'ANNA, IOANNOU & DIETERLE, LLP
2300 Glades Road
Suite 400 - East Tower
Boca Raton, Florida 33431

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 15, 2003.



Michael J. Ioannou