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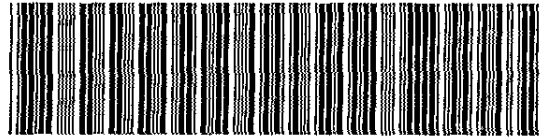
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03 DEC 11 PM 2:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EVAN JAY BYER
ATTORNEY AT LAW
1999 NORTHEAST 150TH STREET SUITE 102
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December 8, 2003

SECRETARY OF STATE
DIVISION OF CORPORATIONS
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

RE: ARTICLES OF INCORPORATION OF
N2SKIN, INC.

FILED
03 DEC 11 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed is an original plus copy of the Articles of Incorporation of N2SKIN, INC., plus my check no. 3402 in the sum of \$70.00. Please return the copy stamped, along with the certificate, at your earliest convenience.

Thank you for your cooperation and prompt attention.

Very truly yours,

EVAN JAY BYER

EJB/ssd

Enc(6).

ARTICLES OF INCORPORATION OF N2SKIN, INC.

The undersigned, a subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation pursuant to the laws of the State of Florida.

The name of the corporation shall be : N2SKIN, INC.

The corporation shall engage in any activity or business permitted under the laws of the State of Florida. **THE SPECIFIC NATURE OF THE BUSINESS IS TO PROVIDE TATTOOS AND BODY PIERCINGS AND ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.**

The corporation shall be organized to have a maximum of 1000 shares of stock outstanding. The shares shall have a par value of \$1.00 (one dollar) per share.

The name of the resident agent and address of the registered office and principal office are:
GENNARO PISCOPO 1831 S. STATE ROAD 7 FORT LAUDERDALE, FLORIDA 33317.

The corporation shall have one(1) director. The number of directors may be increased from time to time by by-laws adopted by the shareholders.

The amount of capital with which the corporation shall commence business shall be not less than five hundred(\$500.00) dollars.

The corporation shall exist perpetually.

The name and address of the first board of directors is:
GENNARO PISCOPO 1831 S. STATE ROAD 7 FORT LAUDERDALE, FLORIDA 33317

The name and address of the subscriber to these Articles of Incorporation and the number of shares he/she has agreed to take is:
GENNARO PISCOPO 1831 S. STATE ROAD 7 FORT LAUDERDALE, FLORIDA 33317 500 shares.

These Articles of Incorporation may be amended in any manner provided by law.


SUBSCRIBER

STATE OF FLORIDA COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared GENNARO PISCOPO, who is ~~to me~~ personally known to me or who has have produced _____ as identification and did take an oath and who executed the foregoing Articles of Incorporation for the purposes therein.


NOTARY PUBLIC

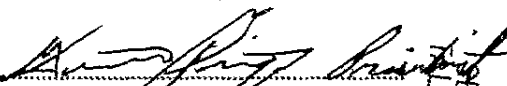
Printed name:

My commission expires

DESIGNATION OF REGISTERED AGENT

OFFICIAL NOTARY SEAL
EVAN JAY BYER
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. DD105369
MY COMMISSION EXPIRES APR. 20, 2008

N2SKIN, INC., a corporation desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the State of Florida, has named GENNARO PISCOPO situate at 1831 S. STATE ROAD 7, FORT LAUDERDALE, FLORIDA, 33317, as its agent to accept service of process.


CORPORATE OFFICER TITLE DATE


RESIDENT AGENT

DATE

I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as Resident Agent.

03 DEC 11 PM 2:31

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12-8-03
03 DEC 11 PM 2:31
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA