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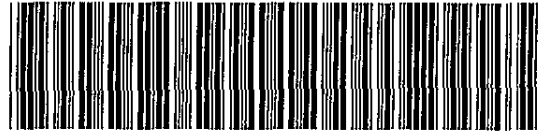
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Please return filed documents and other
correspondence to my Phoenix address.

4802 EAST RAY RD

SUITE 136

PHOENIX AZ. 85044

Thanks -

Bob

ARTICLES OF INCORPORATION
OF
VICTORIA'S SKIN CARE, INC.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article 1. Name.

The name of the Corporation is : VICTORIA'S SKIN CARE, INC.

Article 2. Duration.

The duration of the Corporation is perpetual.

Article 3. Purpose.

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

Article 4. Capital Stock.

The aggregate number of shares, which the Corporation is authorized to issue, is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1 per share.

Article 5. Initial Registered Office and Agent.

The street address and mailing address of the Initial Registered Office of the Corporation and the principal address of the Corporation is:

6860 Gulfport Boulevard South
Suite 178
St. Petersburg, FL. 33707-2108

In addition, the name of its initial Registered Agent at that address is:

Bruce J. Nash

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 6. Initial Board of Directors.

The number of Directors constituting the initial Board of directors may be increased or decreased from time to time in accordance with the Byelaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

NAME	ADDRESS
Bruce J. Nash	6860 Gulfport Boulevard South Suite 178 St. Petersburg, FL 33707-2108

Article 7. Incorporators.

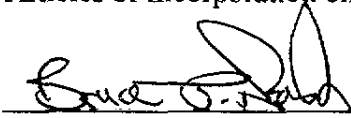
The name and address of each incorporator is as follows:

NAME	ADDRESS
Bruce J. Nash	6860 Gulfport Boulevard South Suite 178 St. Petersburg, FL 33707-2108

Article 8. Amendment.

The Corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 15th day of March 2004.


Bruce J. Nash

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby is familiar with and accepts the duties and responsibilities as Registered Agent of VICTORIA'S SKIN CARE, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 15th day of March 2004.


Registered Agent.

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