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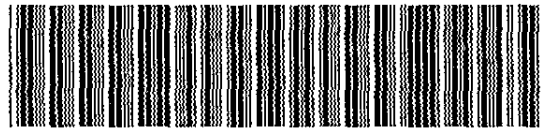
(Business Entity Name)

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DIVISION OF REGISTRATION
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/8/6



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 838401 7174310

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 6, 2004

ORDER TIME : 11:45 AM

ORDER NO. : 838401-005

CUSTOMER NO: 7174310

CUSTOMER: Jay Steven Levine, Esq.
Jay Steven Levine, Esq.

Suite 490
2500 North Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: SKIN CARE BOUTIQUE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
SKIN CARE BOUTIQUE, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is to be SKIN CARE BOUTIQUE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. Performing skin care services and the sale of related and other retail products.
2. To transact any lawful business for which corporations may be incorporated

under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

1. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00).

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Capital stock may be payable in future labor or services, but only as allowed and with the limitations set forth in a written agreement and approved in advance by the Board of Directors at a meeting called for that purpose.

ARTICLE V

INITIAL PRINCIPAL BUSINESS ADDRESS

The initial principal business address of the Corporation shall be 2500 North Military Trail, Suite 490, Boca Raton, Florida 33431.

ARTICLE VI

INITIAL REGISTERED AGENT: OFFICE OF REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2500 North Military Trail, Suite 490, Boca Raton, Florida 33431. The name of the Registered Agent at such address is Jay Steven Levine, Esquire.

ARTICLE VII

THE BOARD OF DIRECTORS

The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Jay Steven Levine	3580 South Ocean Boulevard, Apt. 3-F South Palm Beach, Florida 33480
Renée Levine	3580 South Ocean Boulevard, Apt. 3-F South Palm Beach, Florida 33480

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Jay Steven Levine, 3580 South Ocean Boulevard, Apt. 3-F, South Palm Beach, Florida 33480.

ARTICLE IX

RESTRICTIONS ON TRANSFER OF CORPORATE STOCK

The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the Corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on the file in the Registered Office of the Corporation.

ARTICLE X

SHAREHOLDERS' PREEMPTIVE RIGHTS

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

DIRECTORS' MANAGEMENT POWERS

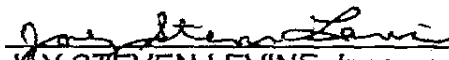
All corporate powers shall be exercised by or under the authority of, and business affairs of the Corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE XII

AMENDMENT

These Articles may be amended in whole or in part by the holders of a majority of the issued shares of stock.

I have hereunto set my hand and seal this 3 day of August, 2004.


JAY STEVEN LEVINE, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

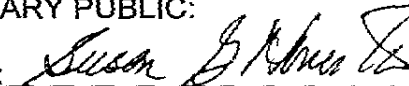
I HEREBY CERTIFY that on this 3rd day of August, 2004, before me personally appeared JAY STEVEN LEVINE, who is personally known to me or who has produced _____ (if left blank, personal knowledge existed) as identification and who did not take an oath and who executed the aforesaid as his free act.

WITNESS my signature and official seal at Boca Raton in the County of Palm Beach, State of Florida, the day and year last aforesaid.



SUSAN G. HOWERTON
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD223513
EXPIRES 06/17/2007
BONDED THRU 1-888-NOTARY1

NOTARY PUBLIC:

Sign: 

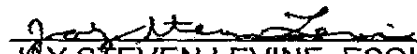
Print: Susan G. Howerton

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That SKIN CARE BOUTIQUE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the town of Deerfield Beach, Florida, has named JAY STEVEN LEVINE, ESQUIRE, located at 2500 North Military Trail, Suite 490, Boca Raton, Florida 33431 as its agent to accept service of process for the Corporation within this State.

Having been named to accept service of process for the above-stated Corporation at the place designed 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.


JAY STEVEN LEVINE, ESQUIRE

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TALLAHASSEE, FLORIDA