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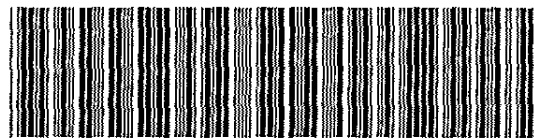
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**ARTICLES OF INCORPORATION**

of

Skin's In, Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

**ARTICLE I - CORPORATE NAME**

The name of the corporation is:

Skin's In, Inc.

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 600 shares of common stock, par value \$ 1.00 per share.

**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>1029 W. University Ave</u>		
CITY <u>Gainesville</u>	FLORIDA <u>1</u>	ZIP <u>32601</u>
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

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

NAME	<u><del>Skin's In, Inc.</del> Marianne Thompson</u>		
ADDRESS	<u><del>1029 W. University Ave</del> 5816 NW 26 Trce</u>		
CITY	<u>Gainesville</u>	FLORIDA	ZIP <u>32601</u>

# ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>David Stillwell</u>		
ADDRESS	<u>PO Box 357273</u>		
CITY	<u>Gainesville</u>	STATE	<u>FI</u> ZIP <u>32635-7273</u>
NAME	<u>Kenneth Henderson</u>		
ADDRESS	<u>615 NW 15<sup>th</sup> St.</u>		
CITY	<u>Gainesville</u>	STATE	<u>FI</u> ZIP <u>32601</u>
NAME	<u>Marianne Thompson</u>		
ADDRESS	<u>5816 NW 26<sup>th</sup> Terr</u>		
CITY	<u>Gainesville</u>	STATE	<u>FI</u> ZIP <u>32653</u>

# ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>David Stillwell</u>		
ADDRESS	<u>PO Box 357273</u>		
CITY	<u>Gainesville FI</u>	STATE	<u>FI</u> ZIP <u>32635-7273</u>
NAME	<u>Kenneth Henderson</u>		
ADDRESS	<u>615 NW 15<sup>th</sup> St</u>		
CITY	<u>Gainesville</u>	STATE	<u>FI</u> ZIP <u>32601</u>
NAME	<u>Marianne Thompson</u>		
ADDRESS	<u>5816 NW 26<sup>th</sup> Terr</u>		
CITY	<u>Gainesville</u>	STATE	<u>FI</u> ZIP <u>32653</u>

The undersigned incorporator(s) have executed these Articles of Incorporation this 18<sup>th</sup> day of July, 2004.

David Stillwell (Signature)  
Kenneth Henderson (Signature)  
Marianne Thompson (Signature)

[REDACTED]  
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

Skin's In, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at ~~1024 W. University Ave~~ 5816 NW 26 Terr

Gainesville FL 32601 32653

has named Marianne Thompson

located at the aforesaid address, as its registered agent to accept service of process within this state.

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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.

[Signature]  
(Signature)

7-18-2004  
(Date)