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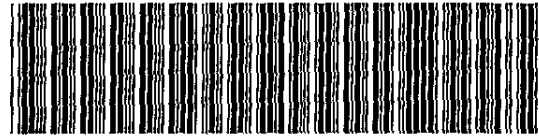
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THE
JOURNAL OF THE
ROYAL ANTHROPOLOGICAL INSTITUTE

ARTICLES OF INCORPORATION
OF
ANDREA POTTER SKIN CARE, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida does hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

ANDREA POTTER SKIN CARE, INC.

The business of the corporation shall be carried on in Collier County, Florida, and at such other place or places in the State of Florida, and in the United States of America and foreign countries as may from time to time be authorized by the Board of Directors. Its principal office shall be located at 6260 12th Avenue S.W., Naples, Collier County, Florida 34116.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be as follows:

- (a) To engage in any lawful business or commercial activity in the United States of America, its territories and possessions and in any country or location in the world, including but not limited to the right to act as a partner, joint venturer, agent, representative or otherwise with any other entity for any lawful purpose.
- (b) To purchase, sell, lease, operate, own hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices in action, either as owner, broker, agent or factor. To engage in any lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations.
- (c) To engage in the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the

acquisition of any other entity.

(d) Any stock issued by this corporation may qualify under Section 1244 of the Internal Revenue Code of 1954, and as same may be amended.

(e) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers.

(f) The foregoing clauses shall be constructed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The corporation is authorized to issue ONE THOUSAND (1000) shares of common stock with no Par Value.

ARTICLE IV

The street address of the initial registered office of this corporation is 6260 12th Avenue S.W., Naples, Florida 34116, and the initial registered agent of this corporation at that address is ANDREA POTTER.

ACTICLE V

The business of this corporation shall be conducted by a Board of Directors consisting of one or more Directors. The exact number of Directors may be fixed by the By-Laws of this corporation. The names and street addresses of the first Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected or appointed and have qualified, are as follows:

ANDREA POTTER
6260 12th Avenue S.W.
Naples, Florida 34116

ARTICLE VI

The names and street addresses of the officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have qualified, are as follows:

President/Vice-President/Secretary/
Treasurer

ANDREA POTTER
6260 12th Avenue S.W.
Naples, Florida 34116

ARTICLE VII

The name and post office address of each subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take, and the consideration therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
ANDREA POTTER	6260 12 th Avenue S.W, Naples, Florida 34116	1000

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporation or by the Directors at a meeting called for such purpose or at the organization meeting. The total value so fixed will amount to at least \$1000.00. All of the aforesaid stock is to be issued as fully paid for and exempt from assessment.

IN WITNESS WHEREOF, the undersigned have caused these presents to be executed
this 19th day of October, 2004.

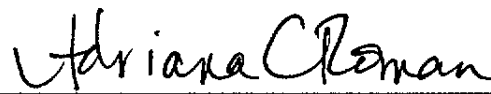


ANDREA POTTER, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Personally appeared this day before me, the undersigned authority ANDREA POTTER, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal, this 19th day of October, 2004.
FDL P360.017.69.514.0
EXP 1.11



Notary Public



Adriana C Roman
My Commission DD007545
Expires March 08, 2005

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION OF THE CORPORATION KNOWN AS

ANDREA POTTER SKIN CARE, INC.

ANDREA POTTER having been designated as the Registered Agent in the above foregoing Article IV is familiar with and accepts the obligations of the position as Registered Agent.



ANDREA POTTER, Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

Personally appeared this day before me, the undersigned authority ANDREA POTTER, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal, this 19th day of October, 2004.

FLDL P360-017-69-514-0

EXP 1-11



Notary Public



Adriana C Roman
My Commission DD007848
Expires March 08, 2006

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COLLIER COUNTY, FLORIDA