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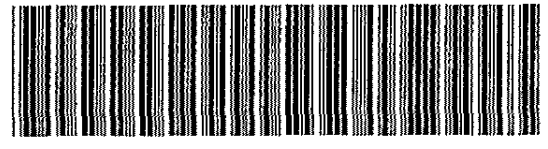
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VP  
12/15/04

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December 14, 2004

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PLEASE REPLY TO: MIAMI

**VIA FEDERAL EXPRESS**

State of Florida  
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: MJR CHILL, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent and Place of Business or Domicile for the Service of Process Within Florida, and Acceptance of Agent Upon Whom Process May Be Served for the above company. Please file the original in your offices and certify and return to us one certified copy. We are enclosing our check in the amount of \$138.75 covering the filing fee, registered agent designation, and certified copy on same.

Thank you for your assistance in this matter.

Very truly yours,

  
Brian M. Silverio

BMS:aag  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**MJR CHILL, INC.**

**FILED**

**04 DEC 15 PM 3:58**

**CLERK OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I—NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is MJR CHILL, INC., and its principal place of business shall be located at 10 S.W. S. River Drive, PH-205, Miami, Florida 33130.

**ARTICLE II—DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III—PURPOSE**

This corporation is organized for the purpose of acquiring shares in the business of skin care products as allowed by law.

**ARTICLE IV—CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V—PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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

The street address of the initial registered office of this corporation is Courthouse Tower - Penthouse 2850, 150 West Flagler Street, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is BRIAN M. SILVERIO, ESQ.

## **ARTICLE VII—INITIAL BOARD OF DIRECTORS**

Initially, this corporation shall have one (1) Director who shall serve until his/her successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Director of the corporation is:

<u>Name</u>	<u>Address</u>
MELISSA J. RUBIN	10 S.W. S. Riverside Drive PH-205 Miami, Florida 33130

## **ARTICLE VIII—OFFICERS**

The name and address of the initial officer of the corporation, who shall serve until his/her successor shall be elected or appointed, is:

President: MELISSA J. RUBIN, 10 S.W. S. Riverside Drive, PH-205, Miami, Florida 33130.

## **ARTICLE IX - INCORPORATORS**

The name and address of the Incorporator of these Articles of Incorporation is Brian M. Silverio, Esq., Silverio & Hall, P.A., Courthouse Tower- Penthouse 2850, 150 West Flagler Street, Miami, Florida 33130.

## **ARTICLE X—INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his/her duties as an Officer or Director as provided §607.0831, Florida Statutes (1990).

## **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: December 13<sup>th</sup>, 2004.

  
\_\_\_\_\_  
BRIAN M. SILVERIO  
Incorporator

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BRIAN M. SILVERIO, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this \_\_\_\_ day of December, 2004.

\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large


My commission expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607 et seq., Florida Statutes, the following is submitted:

FIRST that MJR, CHILL, INC., desiring to organize, qualify and incorporate under the laws of the State of Florida, has named BRIAN M. SILVERIO, ESQ., located at Courthouse Tower - Penthouse 2850, 150 West Flagler Street, Miami, Florida 33130, as its agent to accept service of process within Florida.

Dated: December 14<sup>th</sup>, 2004.

  
\_\_\_\_\_  
BRIAN M. SILVERIO  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 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.

Dated: December 14<sup>th</sup>, 2004.

  
\_\_\_\_\_  
BRIAN M. SILVERIO  
Incorporator

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TALLAHASSEE, FLORIDA