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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

re-vita-derm, inc.

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ARTICLES OF INCORPORATION

OF

RE-VITA-DERM, INC.

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

ARTICLE I. - CORPORATE NAME

The name of the Corporation is RE-VITA-DERM, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the execution hereof.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to 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 or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 1000. Such shares shall be of a single class and shall be without par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 13807 N.W. 4th Street, Sunrise, Florida 33351, and the name of its initial registered agent at such address is Joseph McDonnell. The principal office and mailing address of the corporation is 13807 N.W. 4th Street, Sunrise, Florida 33351.

This instrument prepared by:
Gary Silberman, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 0885230
Tel: (305) 866-7651

ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who is to serve as a member of the initial Board of Director is as follows:

Joseph McDonnell
13807 N.W. 4th Street
Sunrise, FL 33351

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

Joseph McDonnell
13807 N.W. 4th Street
Sunrise, FL 33351

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Sunrise, Florida on the 22nd day of December, 2004.

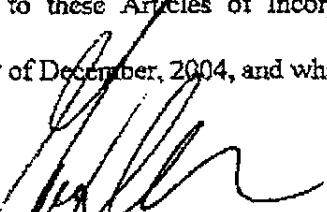


JOSEPH MCDONNELL

STATE OF FLORIDA:

COUNTY OF BROWARD:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared JOSEPH MCDONNELL and he acknowledged before me that he is the subscriber to these Articles of Incorporation and he has acknowledged that he has signed same on this 22nd day of December, 2004, and who did take an oath.



Notary Public at Large, State
of Florida

My commission expires:

2



Gary Silberman
Commission # DD184493
Expires: FEB. 21, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

TOTAL P.04

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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, JOSEPH MCDONNELL, and hereby acknowledges his appointment as the registered agent of RE-VITA-DERM, INC., and he is familiar with, and accepts, the obligations of that position.



JOSEPH MCDONNELL

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