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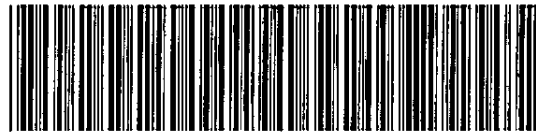
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/29/05
SUK

SHELDON ENGELHARD, P.A.
COUNSELLOR AT LAW

SHELDON ENGELHARD (FL & NY)

7900 GLADES ROAD, SUITE 330
BOCA RATON, FLORIDA 33434-4104
561/482-9548 • FAX 561/477-8592

1501 BROADWAY
NEW YORK, NEW YORK 10036

September 27, 2005

VIA FEDERAL EXPRESS - STANDARD

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: HAVEN SKIN CARE, INC.

Dear Sir/Madam:

We are enclosing the original and two copies of the Articles of Incorporation for this proposed corporation together with our check in the amount of \$78.50.

The enclosed check represents the Filing Fee, Fee for the Registered Agent Designation, and one Certified Copy of the Articles of Incorporation.

Your cooperation will be appreciated.

Very truly yours,


SHELDON ENGELHARD

SE:sgb
Enclosure(s)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HAVEN SKIN CARE, INC.

The undersigned, subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of the corporation is: HAVEN SKIN CARE, 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 Five Hundred (500)

shares of no par value Common Stock, which shall be designated "Common Shares".

ARTICLE V

Initial Registered Office and Agent

The principal office, if known, or the mailing address of the corporation is:

c/o Sheldon Engelhard
7900 Glades Road, Suite 330
Boca Raton, Florida 33434

The name and street address of the Initial Registered Agent of this Corporation is:

Sheldon Engelhard, Esq.
7900 Glades Road, Suite 330
Boca Raton, FL 33434

ARTICLE VI

Incorporators

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Sheldon Engelhard, Esq.
7900 Glades Road, Suite 330
Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of September, 2005.


SHELDON ENGELHARD

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

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Certificate of Registered Agent
of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

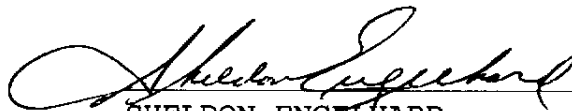
HAVEN SKIN CARE, INC.

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

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 7900 Glades Road, Suite 330, Boca Raton, Florida 33434, has named Sheldon Engelhard, Esq., located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Law in keeping open said office.



SHELDON ENGELHARD
Registered Agent