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(Business Entity Name)

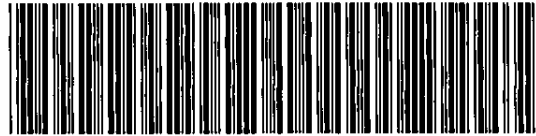
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FILED

07 OCT -8 AM 9:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CT.

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

November 6, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 OCT - 8 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7044736 SO
Customer Reference 1: 95199795.000002
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

MySkin, Inc. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jennifer Murphy
Fulfillment Specialist
jennifer.murphy@wolterskluwer.com

Attn: Buck : please date
for 10/8/07
Thanks!

**STATE OF FLORIDA
PLAN OF CONVERSION
FOR
MYSKIN INC.**

FILED
07 OCT -8 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1112 of the Florida Statutes, (the "Act"), MySkin Inc. (the "Corporation"), a Florida corporation, does hereby certify:

FIRST: The name of the domestic corporation and the name and jurisdiction of organization to which the domestic corporation is to be converted are MySkin Inc. and the State of Delaware.

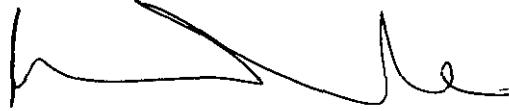
SECOND: The Corporation shall, after receiving the approval of the board of directors of the Corporation (the "Board") and the shareholders of the Corporation (the "Shareholders") required by Section 607.1103 of the Act, be converted into a Delaware limited liability company.

THIRD: The name of the Delaware limited liability company into which the Corporation shall be converted is MySkin, LLC.

FOURTH: As required by Section 607.1112(4), the Certificate of Conversion and the Certificate of Formation pursuant to which the Delaware limited liability company to which the Corporation shall be converted shall be organized are attached to this Plan of Conversion as Exhibit A and Exhibit B respectively.

FIFTH: Each share of the Corporation's issued and outstanding common stock shall be converted into one unit of membership interest in MySkin, LLC.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of MySkin Inc., has executed this Plan of Conversion as of the 3rd day of October, 2007.



Name: Rahul Mehendale
Title: Chief Executive Officer

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A FLORIDA CORPORATION UNDER THE NAME OF "MYSKIN INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MYSKIN INC." TO "MYSKIN, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2007, AT 6:12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4434304 8100V

071082279



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6054923

DATE: 10-05-07

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "MYSKIN, LLC" FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2007, AT 6:12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4434304 8100V

071082279



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6054923

DATE: 10-05-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:43 PM 10/03/2007
FILED 06:12 PM 10/03/2007
SRV 071082279 - 4434304 FILE

**CERTIFICATE OF CONVERSION
TO CONVERT MYSKIN INC.,
A FLORIDA CORPORATION
INTO MYSKIN, LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

This Certificate of Conversion is submitted to convert MySkin Inc., a Florida Corporation (the "Corporation") into a Delaware limited liability company in accordance with Section 607.1113 of the Florida Statutes the ("Florida Statutes") and Section 18-214 of the Delaware Limited Liability Company Act (the "Act").

FIRST: The name of the Florida corporation converting into the Delaware limited liability company immediately prior to converting is: "MySkin Inc."

SECOND: The date on which and the jurisdiction where the Corporation was first formed are August 4, 2006 and the State of Florida.

THIRD: The name of the Delaware limited liability company as set forth on the Certificate of Formation filed in accordance with Section 18-214 of the Act is "MySkin, LLC".

FOURTH: The Corporation has converted into a Delaware limited liability company in compliance with Chapter 607.1113, of the Florida Statutes, and the conversion complies with the applicable laws governing the Delaware limited liability company.

FIFTH: The plan of conversion was approved by the Directors and Shareholders of the Corporation in accordance with Chapter 607.1112 of the Florida Statutes.

SIXTH: This conversion shall be effective upon the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware.

SEVENTH: MySkin, LLC's principal office address is: 55 River Drive South, Unit 38, Jersey City, New Jersey, 07310.

EIGHTH: The Delaware limited liability company to which the Corporation is converted, MySkin, LLC, appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Corporation, including any appraisal rights of shareholders of the Corporation under Sections 607.1301-607.1333 of the Florida Statutes, and the street and mailing address of an office, which the Florida Department of State may use for purposes of Section 607.1114(4) of the Florida Statutes is 55 River Drive South, Unit 308, Jersey City, New Jersey, 07310.

NINTH: The Delaware limited liability company to which the Corporation is converted, MySkin, LLC, agrees to pay any shareholders having appraisal rights the

amount to which they are entitled under Sections 607-1301-607.1333 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 3rd day of October, 2007.

A handwritten signature in black ink, appearing to read 'Rahul Mehendale', written over a horizontal line.

Name: Rahul Mehendale

Title: Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:43 PM 10/03/2007
FILED 06:12 PM 10/03/2007
SRV 071082279 - 4434304 FILE

CERTIFICATE OF FORMATION

OF

MYSKIN, LLC

This Certificate of Formation of MySkin, LLC (the "Company") is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act.

FIRST: The name of the Company is MySkin, LLC.

SECOND: The address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The personal liability of the managers and officers of the Company is hereby limited and eliminated to the fullest extent permitted by the laws of the State of Delaware, as the same may be amended and supplemented from time to time.

FOURTH: The Company shall have the power to indemnify and advance legal defense fees to its managers and officers to the fullest extent permitted by the laws of the State of Delaware, as the same may be amended and supplemented from time to time.

IN WITNESS WHEREOF, the undersigned, an authorized person of the Company, has executed this Certificate of Formation of MySkin, LLC this 3rd day of October, 2007.



Raimi Mehendale
Authorized Person and Sole Organizer