

P08000027840

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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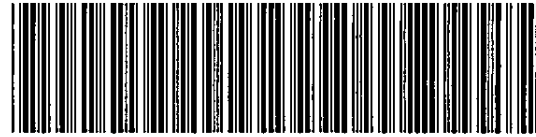
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
08 MAR 17 AM 10:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 MAR 17 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR
MAR 17 2008
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 487599 4805310
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ ~~95.00~~

ORDER DATE : March 14, 2008
ORDER TIME : 5:30 PM
ORDER NO. : 487599-005
CUSTOMER NO: 4805310.

105.00

FILED
08 MAR 17 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: SKINNERVISION LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 2916

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
FOR
SKINNERSVISION LLC
INTO
SKINNERSVISION INC.**

FILED
08 MAR 17 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
L060000033128

FIRST

Skinnersvision LLC (the "Company") is a Florida limited liability company organized on March 2, 2006.

SECOND

On the date hereof, the name of the Company is Skinnersvision LLC.

THIRD

On the date that this Certificate of Conversion is filed with the State of Florida, the Company is converting into a corporation. The name of the corporation to which the Company is converting into is Skinnersvision Inc.

FOURTH

Skinnersvision LLC is converting into Skinnersvision Inc. in compliance with the Florida Limited Liability Company Act, and the conversion complies with the Florida Business Corporation Act.

FIFTH

The plan of conversion of Skinnersvision LLC was approved by all of the members of Skinnersvision LLC in accordance with the Florida Limited Liability Company Act.

SIXTH

The conversion is effective under the laws governing Skinnersvision Inc. on the date that this Certificate of Conversion is filed with the State of Florida.

SEVENTH

The conversion is effective in Florida on the date that this Certificate of Conversion is filed with the State of Florida.

EIGHTH

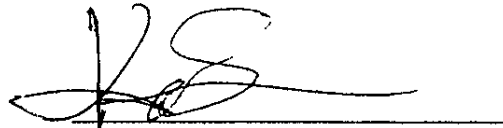
The principal office address of Skinnersvision Inc, is 7557 W. Sank Lake Road, Orlando, FL 32819.

NINTH

Skinnervision Inc. has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595 of the Florida Limited Liability Company Act.

Dated: February 25, 2008

(and effective as of the date of its filing
in the State of Florida)

A handwritten signature in black ink, appearing to be 'KS' with a long horizontal stroke extending to the right, positioned above a solid horizontal line.

Kevin Skinner, Managing Member

FILED
08 MAR 17 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SKINNERVISION INC.**

FIRST

The name of the Corporation is "Skinnervision Inc." (the "Corporation").

SECOND

The principal place of business/ mailing address of the Corporation in the State of Florida is located at 7557 W. Sank Lake Road, Orlando, FL 32819.

THIRD

The initial registered agent is Kevin Skinner, 7557 W. Sank Lake Road, Orlando, FL 32819.

FOURTH

The purpose of the Corporation is to engage in any lawful acts or activities for which corporations may be organized under the Florida Business Corporation Act.

FIFTH

The total number of shares of stock which the Corporation shall have authority to issue is one million (1,000,000), designated as common stock with no par value. The common stock has unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution.

SIXTH

The Board of Directors shall have the power to adopt, amend or repeal the bylaws.

SEVENTH

A. To the fullest extent that limitations on the liability of directors and officers is permitted by the Florida Business Corporation Law or decisional law, as amended or interpreted, no director or officer of the Corporation shall have any liability to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment of these Articles of Incorporation or repeal of any of the provisions hereof shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

B. Subject to Section 607.0850 of the Florida Business Corporation Act, any person who was or is a party or is threatened to be made a party, in any threatened, pending or completed action, suit

or proceeding, whether civil, criminal administrative or investigative, by reason of the fact that such person is a current or former director or officer of the Corporation or is or was serving while a director or officer of the Corporation at the request of the Corporation as a director, officer, partner, trustee, employee, agent or fiduciary of another corporation, partnership, joint venture, trust, enterprise or employee benefit plan, may be indemnified by the Corporation against judgments, penalties, fines, excise taxes, settlements and reasonable expenses (including attorneys' fees) actually incurred by such person in connection with such action, suit or proceeding to the fullest extent permissible under the Florida Business Corporation Act, the Securities Act of 1933 and the Investment Company Act of 1940, as such statutes are now or hereafter in force, if such person acted in good faith and in a manner he or she believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. In addition, the Corporation shall also advance expenses to its currently acting and its former directors and officers to the fullest extent that indemnification of directors and officers is permitted by Section 607.0850 of the Florida Business Corporation Act, the Securities Act of 1933 and the Investment Company Act of 1940. The Board of Directors may by bylaw, resolution or agreement make further provisions for indemnification of the directors, officers, employees and agents to the fullest extent permitted by the Florida Business Corporation Act.

C. Subject to the last sentence of Section B of this Article SEVENTH, any indemnification under Section B of this Article SEVENTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the first sentence of Section B of this Article SEVENTH. Such determination shall be made (1) by a majority vote of the directors who were not parties to such action, suit or proceeding, even though less than a quorum, or (2) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (3) by the shareholders by a majority vote of the then issued and outstanding shares of capital stock of the Corporation.

D. No provision of this Article SEVENTH shall be effective to protect or purport to protect any director or officer of the Corporation against any liability to the Corporation or its shareholders to which he or she would otherwise be subject by reason of (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in

good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the of the Florida Business Corporation Act, or (iv) for any transaction from which the director or officer derived an improper personal benefit.

EIGHTH

The shareholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

NINTH

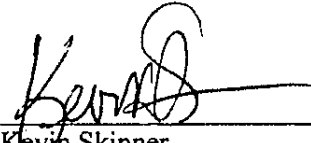
The initial directors of the Corporation are as follows:

1. Kevin Skinner, 7557 W. Sank Lake Road, Orlando, FL 32819; and
2. George Farrell, W. Sank Lake Road, Orlando, FL 32819.

TENTH

The name and address of the incorporator is Kevin Skinner, 7557 W. Sank Lake Road, Orlando, FL 32819

Dated: February 25, 2008



Kevin Skinner
Incorporator