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FLORIDA PROFIT/NON PROFIT CORPORATION

The Skin Project Corp.

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ARTICLES OF INCORPORATION
OF

THE SKIN PROJECT CORP.,
a Florida corporation

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for Profit under Chapter 607 of the Florida Statutes.

FIRST: The name of the Corporation is THE SKIN PROJECT CORP. (hereinafter the "Corporation").

SECOND: The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

THIRD: The initial address of the principal office of the Corporation is 2070 N. OCEAN BLVD., NO. 3, BOCA RATON, FL 33431 and the mailing address is P.O. BOX 4110, BOCA RATON, FL 33429.

FOURTH: The name and street address of the Incorporator and initial officers and directors of this Corporation are:

Zvi Levin, Incorporator
2070 N. Ocean Blvd., No. 3
Boca Raton, FL 33431

Officers/Directors
Annie B. Powell, President
1574 SE Crowberry Dr.
Port St. Lucie, FL 34983

Scott L. Raymond, Vice-President
31 Ridgeway St.
Newington, CT 06111

Zvi Levin, Vice-President/Treasurer
P.O. Box 4110
Boca Raton, FL 33429

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Jeffrey L. Gibbs, Director
5960 LaGorce Drive
Miami Beach, FL 33140

FIFTH:

- (1) The maximum number of shares that this Corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each share having the par value of \$1.00.
- (2) Shares of preferred stock may be issued from time to time in one or more series as may be established from time to time by resolution of the Board of Directors of the Corporation, each of which series shall consist of such number of shares and have such distinctive designation or title as shall be affixed by resolution of the Board of Directors prior to such issuance of any shares of such series. Each such class or series of preferred stock shall have such voting powers, full or limited, or no voting powers, and such preferences relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as and shall be stated in such resolution of the Board of Directors providing for the issuance of such series of preferred stock. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any series subsequent to the issuance of shares of the series.
- (3) All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.
- (4) All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- (5) No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

SIXTH: In furtherance and not in limitation of the powers conferred by statute and subject to Article Seventh hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation.

SEVENTH: Notwithstanding Article Sixth hereof, the Bylaws may be adopted, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmation vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock regardless of class and voting together as a single voting class; provided, however, that where such action is approved by a majority of the continuing directors the affirmative vote of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

EIGHTH: The Corporation expressly elects not to be governed by section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

NINTH: The name and Florida street address of the registered agent is:

ZVI LEVIN
2070 N. OCEAN BLVD., NO. 3
BOCA RATON, FL 33431

TENTH: The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation. The corporation shall also indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer of the Corporation at the same time as he is or was a director of the Corporation, or is or was serving at the request of the Corporation as an officer of another corporation at the same time as he is or was a director of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as

otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, I have caused the execution, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 17 day of April, 2008.


ZVI LEVIN, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

ZVI LEVIN, having his business office at 2070 N. Ocean Blvd. No. 3, Boca Raton, FL 33431, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


ZVI LEVIN, Registered Agent

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