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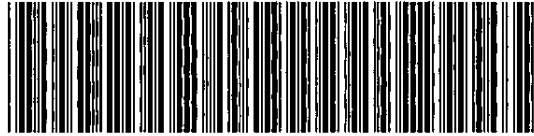
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**TERENCE G. VANE, JR.
ATTORNEY AT LAW**

BLACKSTONE BUILDING, SUITE 620 • 233 EAST BAY STREET • JACKSONVILLE, FL 32202

TERENCE G. VANE, JR., P.A.

(904) 353-8285 • FAX (904) 354-2739 • tgvan@bellsouth.net

April 17, 2008

Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Skin Spa RX Products, Inc.


Ladies and Gentlemen:

An original and one copy of the Articles of Incorporation of Skin Spa RX Products, Inc., including designation and acceptance of registered agent, are enclosed for filing, together with a check payable to the Department of State in the amount of \$78.75 for payment of related fees. Please file the Articles of Incorporation and return a certified copy to me at the above address. The check for fees is allocated as follows:

| | |
|------------------|---------------|
| Filing Fee: | \$35.00 |
| Registered Agent | |
| Designation: | \$35.00 |
| Certified Copy: | <u>\$8.75</u> |
| Total: | \$78.75 |

Thank you for your assistance. Should there be any question concerning the Articles of Incorporation or the filing thereof, please contact me.

Sincerely,


Terence G. Vane, Jr.

ARTICLES OF INCORPORATION
OF
Skin Spa RX Products, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby as Incorporator forms a business corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: Skin Spa RX Products, Inc.

ARTICLE II. CORPORATE ADDRESS

The principal office and mailing address of the corporation is: 6805 County Road 208, St. Augustine, Florida 32902.

ARTICLE III. GENERAL PURPOSE

The general purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is One Thousand Shares (1000), without par value, all of which shares shall be designated common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V. PERPETUAL EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is: 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

The name of the initial registered agent of the corporation at such address is: Terence G. Vane, Jr.

ARTICLE VII. INITIAL DIRECTORS

The corporation shall have one (1) director initially. The name and address of the person who is to serve as the initial director is as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| David G. Carter | 6805 County Road 208 St. Augustine, Florida 32902 |

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator of the corporation is:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| Terence G. Vane, Jr. | 233 East Bay Street, Suite 620 Jacksonville, Florida 32202 |

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation on this the 17th day of April, 2008.



Terence G. Vane, Jr.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Skin Spa RX Products, Inc. at the place designated in the foregoing Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

Dated this the 17th day of April, 2008.



Terence G. Vane, Jr

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TALLAHASSEE, FLORIDA