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MERGER OR SHARE EXCHANGE DR. THROWER'S SKINCARE, INC.

Certificate of Status	0
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May 23, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

DR. THROWER'S SKINCARE, INC. 180 NE 99TH STREET MIAMI SHORES, FL 33138

SUBJECT: DR. THROWER'S SKINCARE, INC.

REF: P10000063926

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into each or other property.

Please fill in the third paragraph on the first page of the plan or merger.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey Regulatory Specialist II FAX Aud. #: H13000115367 Letter Number: 713A00013062

FILED

2013 MAY 23 PM 12: 49

(Profit Corporations)

SECTION OF STATE
TALLAHASSEE, FLORIDA
The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the sun	rviving corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
DR. Thrower's Skincare, Inc.	Florida	P10000063926
Second: The name and jurisdiction of each	merging corporation:	
Name	Jurisdiction	Document Number (If known/ applicable)
Heritage Skin Care, Inc.	Florida	P99000053488
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effective Department of State.	e on the date the Articles of Mer	ger are filed with the Florida
	no date. NOTE: An effective date canno after merger file date.)	ot be prior to the date of filing or more
Fifth: Adoption of Merger by surviving The Plan of Merger was adopted by the sh	corporation - (COMPLETE ONLY areholders of the surviving corpor	ONE STATEMENT) ration on 05/15/2013
The Plan of Merger was adopted by the bo	ard of directors of the surviving or approval was not required.	orporation on
Sixth: Adoption of Merger by merging of The Plan of Merger was adopted by the sh	orporation(s) (COMPLETE ONLY careholders of the merging corpora	one statement) ation(s) on05/15/2013
The Plan of Merger was adopted by the bo	ard of directors of the merging co er approval was not required.	orporation(s) on

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR	R EACH CORPORATION	
Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Dr. Thrower's Skincare, Inc. Heritage Skin Care, Inc.	Oflins Oflins	Angelo Thrower (P) Angelo Thrower (P)
		<u> </u>

PLAN OF MERGER (Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

<u>Name</u>	<u>Jurisdiction</u>		
DR. Thrower's Skincare, Inc.	Florida		
Second: The name and jurisdiction of eac	h <u>merging</u> corporation:		
Name	Jurisdiction		
Heritage Skin Care, Inc.	Florida		

Third: The terms and conditions of the merger are as follows:

First: The name and jurisdiction of the surviving corporation:

The terms and conditions: The surviving company will acquire all assets and obligations of the merger as set forth in the by-laws and Articles of Incorporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The surviving entity will take over all shares and will be on a share to share basis as indicated in the surviving Articles of Incorporation.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached: YOLANDA THROWER AS VICE-PRESIDENT AND APPOINT ANGELO P. THROWER, MD AS PRESIDENT

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: