

Division of Corporations

Page 1 of 1

PH1000031180

Florida Department of State
Division of Corporations
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Division of Corporations
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Account Name : GREENSPOON MARDER, P.A.
Account Number : 076064003722
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
AMERICAN SKIN LABS, INC.**

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Corporate Filing Menu

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GM-PTL-FAX -> 850-617-6381 Greenspoon Marder, P.A.

Page 4 of 8

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May 4, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AMERICAN SKIN LABS, INC.
9858 CLINTMORE ROAD SUITE C111-110
BOCA RATON, FL 33496

SUBJECT: AMERICAN SKIN LABS, INC.
REF: P11000031180

We have received your document for AMERICAN SKIN LABS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H11000123097
Letter Number: 211A00010916

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF AMERICAN SKIN LABS, INC.**

- 1) The date of filing the original Articles of Incorporation was March 29, 2011.
- 2) On May 3rd, 2011, the Stockholders of the Corporation voted to replace the Corporation's current Articles of Incorporation in its entirety with the following Amended and Restated Articles Of Incorporation:

Article I - Name

The name of the Corporation is American Skin Labs, Inc.

Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The total number of shares the Corporation is authorized to issue is 20,000,000 shares, of which 10,000,000 shall be voting common stock and 10,000,000 shall be non-voting common-stock. Each share of the Corporation's stock shall have \$0.0001 par value. Except for voting rights, there shall be no differences in the rights of the holders of voting common stock and non-voting common stock.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The street address of the principal office of this Corporation in the State of Florida is 9858 Clint Moore Road, Suite C111-110, Boca Raton, Florida 33496. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation shall have two (2) Directors. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article VII - Initial Directors

The name and street address of the Directors of this Corporation who shall hold office until their successor(s) are elected or appointed and shall have qualified are:

Richard Davidson
9858 Clint Moore Road
Ste C111-110
Boca Raton, FL 33496

Anthony Shea
9858 Clint Moore Road
Ste C111-110
Boca Raton, FL 33496

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TALLAHASSEE, FLORIDA

Article VIII - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors.
4. Any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation or the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.
5. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.
6. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article IV - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation, provided however, such preemptive rights are limited solely to the applicable class of stock such shareholder owns at such time.

Article V - Registered Office

The Registered Agent and registered office of the Corporation shall be:

Greenspoon Marder, P.A. (the "Firm")
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

Article VI - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

In witness whereof, the undersigned has executed these Amended and Restated Articles of Incorporation this 3rd day of May, 2011.



Richard Davidson, President

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST -- That American Skin Labs, Inc. organized under the laws of the State of Florida with its principal office, as indicated in the Amended and Restated Articles of Incorporation, at City of Boca Raton, County of Palm Beach, State of Florida, has named Greenspoon Marder, P.A. as Registered Agent, who may be served at the registered office located at Greenspoon Marder, P.A., 100 W. Cypress Creek Road, Suite 700, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, the Firm hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.


Ellen Gilmore, for the Firm