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TEND SKIN INTERNATIONAL, INC.

Certificate of Status	1
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TEND SKIN INTERNATIONAL, INC.**

1. The name of this corporation is Tend Skin International, Inc. , a Florida corporation (the "Company"), whose principal office address is 2090 SW 71st Terrace, Bay G-9, Davie, Florida 33317.

2. The Articles of Incorporation of the Company, originally filed December 9, 1994, under Document No. P94000089699, are hereby deleted in their entirety and amended and restated to read as follows:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Company is Tend Skin International, Inc. Its principal office and business mailing address is 2090 SW 71st Terrace, Bay G-9, Davie, Florida 33317.

ARTICLE II - DURATION

The Company shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Company is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The Company shall have the authority to issue an aggregate of five thousand shares of common stock, two thousand five hundred (2,500) shares of which will be classified as Class A Common Stock (voting), \$1.00 par value, and two thousand five hundred (2,500) shares of which shall be classified as Class B (non-voting) Common Stock, \$1.00 par value. The Class A Common Stock and the Class B Common Stock are hereinafter sometimes collectively referred to as "Common Stock." The rights, preferences, voting powers and the qualifications, limitations and restrictions of the authorized stock shall be as follows:

A. Voting Powers. The voting power for the election of directors and all other purposes shall be vested exclusively in the holders of Class A Common Stock, and except as otherwise required by law, the holders of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. Each share of Class A Common Stock outstanding on any record date shall be entitled to one vote.

B. Class A Common Stock (voting) and Class B Common Stock (non-voting). The relative rights, preferences, qualifications, limitations and restrictions of the Class A Common Stock and Class B Common Stock shall be identical in all respects.

1. **Dividends.** The holders of Class A Common Stock and Class B Common Stock shall be entitled to receive such dividends and other distributions in cash, stock of any corporation (other than Common Stock) or property of the Company as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Company legally available therefor and shall share equally on a pro rata basis in all such dividends and other distributions. In the case of dividends or other distributions payable in Common Stock, including distributions pursuant to stock splits or divisions of Common Stock, only shares of Class A Common Stock shall be paid or distributed with respect to Class A Common Stock and only shares of Class B Common Stock shall be paid or distributed with respect to Class B Common Stock and all such dividends or distributions shall be payable at the same rate per share on Class A Common Stock and Class B Common Stock so as to retain, immediately before and immediately after giving effect to such dividend or other distribution, the relative proportion of outstanding shares of Class A Common Stock and Class B Common Stock.

2. **Liquidation.** In the event of any dissolution, liquidation or winding up of the affairs of the Company, whether voluntary or involuntary, the remaining assets and funds of the Company shall be distributed pro rata to the holders of Common Stock, and the holders of Class A Common Stock and the holders of Class B Common Stock will be entitled to receive the same amount per share in respect thereof. For purposes of this Paragraph (B)(2), the voluntary sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the assets of the Company or a merger or share exchange involving the Company and one or more other corporations (whether or not the Company is the corporation surviving such merger) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

3. **Reorganization.** In case of any reorganization, share exchange or merger of the Company with another corporation in which shares of Class A Common Stock or Class B Common Stock are converted into (or entitled to receive with respect thereto) shares of stock and/or other securities or property (including cash), each holder of a share of Class A Common Stock and each holder of a share of Class B Common Stock shall be entitled to receive with respect to each such share the same kind and amount of shares of stock and other securities and property (including cash). In the event that the holders of shares of Class A Common Stock (or of shares of Class B Common Stock) are granted rights to elect to receive one of two or more alternative forms of consideration, the foregoing provision shall be deemed satisfied if holders of shares of Class A Common Stock and holders of shares of Class B Common Stock are granted substantially identical election rights.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Company shall be 2090 SW 71 Terrace, Bay G-9, Davie, Florida 33317, and the registered agent of this Company at such office shall be Steven E. Rosen, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the Board of Directors is:

<u>Name</u>	<u>Address</u>
Steven E. Rosen	2090 SW 71 st Terrace Bay G-9 Davie, Florida 33317

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Amended and Restated Articles of Incorporation of Tend Skin International, Inc., as the Registered Agent of this Company, hereby consents to accept service of process for the above-stated Company at the place designated in the Amended and Restated Articles of Incorporation, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of their duties, and is familiar with and accepts the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: December 19, 2013


Steven E. Rosen, Registered Agent

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3. The foregoing Amended and Restated Articles of Incorporation were adopted by the sole Shareholder and sole Director of the Company, by written consent, dated December 6, 2013.

4. As of this date and as of the date of the adoption of these Amended and Restated Articles of Incorporation, 100 of the Company's 500 shares of authorized common stock have been issued.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 17 day of December, 2013.

Tend Skin International, Inc.

By: 
Steven E. Rosen, Sole Director and President

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