

PG500000395/

JAN-17-1995 09:15 AM

1 4922400 P.23

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PURE HORIZONS, INC.
FAX AUDIT NUMBER: H95000000596 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/17/1995 TIME REQUESTED: 09:16:42
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072460003256
Notn: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000000596)))
** ENTER 'M' FOR MENU, **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:10

RECEIVED
JAN 17 1995
10:34 AM

[Handwritten signature]

RECEIVED
JAN 17 1995
10:10 AM

ARTICLES OF INCORPORATION
OF

PURE HORIZONS, INC.

A Florida Corporation

The undersigned hereby adopt(s) the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLES I - NAME

The name of the Corporation (hereinafter called the "Corporation" is:

PURE HORIZONS, INC.

ARTICLE II - COMMENCEMENT AND DURATION

The Corporation is to commence its corporate existence on the date of filing of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any and all lawful business permitted under the laws of the United States and the State of Florida, including, without limitation, the distribution, marketing and sale of skin care and hair care products.

ARTICLE IV - STATED CAPITAL

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollars (\$ 1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote(s) on each matter submitted to a vote at a meeting of the shareholders.

THESE ARTICLES WERE PREPARED BY:

JEFFREY E. REICHENBACH, ESQ. FLA. BAR NO. 0240044
801 BRICKELL AVENUE 9TH FLOOR MIAMI, FLORIDA 33131

(305) 789.6647

H9500 0000 596

H9500 0000 596

PAGE TWO

ARTICLES OF INCORPORATION OF FINE HOMIXONS, INC.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have ONE (1) director(s) initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by laws of the Corporation.

The name(s) and street address(es) of the initial director(s) who shall hold office until their successor(s), who shall be chosen at the first meeting of the stockholders, has/have qualified shall be:

NAME:DETLEV GESSNERADDRESS:

1825 PONCE DE LEON BOULEVARD
SUITE 236
CORAL GABLES, FLORIDA 33134

H9500 0000 596

H9500 0000 596

PAGE THREE
ARTICLES OF INCORPORATION OF
PURE HOMIKONS, INC.

VI - INITIAL OFFICERS

The initial officers of the Corporation are:

PRESIDENT:
TREASURER:
VICE-PRESIDENT:
SECRETARY:

DETLEV GESSNER
DETLEV GESSNER
DETLEV GESSNER
DETLEV GESSNER

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX - AMENDMENT

These articles of incorporation may be amended at any time by a vote of majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

H9500 0000 596

H9500 0000 596

PAGE FOUR
ARTICLES OF INCORPORATION OF
PURE HORIZONS, INC.

ARTICLE X - INCORPORATOR

The names and addresses of the Incorporators to these articles of incorporation are:

NAME:

ADDRESS:

JEFFREY E. REICHENBACHER, ESQ.

801 BRICKELL AVENUE 9TH FL.
MIAMI, FLORIDA 33131

ARTICLE XI - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

1825 PONCE DE LEON BOULEVARD
SUITE 236
CORAL GABLES, FLORIDA 33134

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and mailing address of the corporation is 801 BRICKELL AVENUE 9TH FLOOR MIAMI, FLORIDA 33131 and the name of the initial registered agent of the corporation at that address is JEFFREY E. REICHENBACHER, ESQ.

IN WITNESS WHEREOF, the undersigned, as Incorporator hereby executes these Articles of Incorporation this 11TH day of JANUARY, 1995.


JEFFREY E. REICHENBACHER, ESQ.

H9500 0000 596

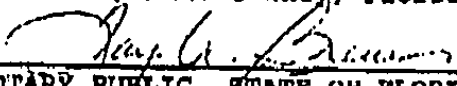
H9500 0000 596

PAGE FIVE
ARTICLES OF INCORPORATION OF
PURE HOMINONE, INC.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgment, personally appeared JEFFREY E. REICHENBACHER, ESQ., known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 11TH day of JANUARY, 1995 at Miami, Dade County, Florida.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: 7/1/96

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Corporation Act, the undersigned does hereby accept appointment as registered agent on whom process may be served within the State of Florida at 801 BRICKELL AVENUE 9TH FLOOR MIAMI, FLORIDA 33131 for the proposed domestic corporation named in the foregoing Articles of Incorporation and does hereby accept the obligations of F.S. 607.325.

DATED this 11TH day of JANUARY, 1995.


JEFFREY E. REICHENBACHER, ESQ.

H9500 0000596

H9500 0000596

PAGE SIX
ARTICLES OF INCORPORATION OF
PURE HORIZONS, INC.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, an Officer duly authorized to administer oaths and take acknowledgments, personally appeared JEFFREY E. PRACHENBACHER, known to me and known by me to be the person who executed the foregoing Acceptance of Appointment by Registered Agent.

WITNESS my hand and official seal this 16TH day of JANUARY, 1995 Miami, County of Dade, Florida.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: 7/1/95

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

PURE HORIZONS, INC.

2. The name and address of the registered agent and office is:

801 BRICKELL AVENUE
9TH FLOOR
MIAMI, FLORIDA 33131

H9500 0000 596

H9500 0000 596

PAGE SEVEN
ARTICLES OF INCORPORATION OF
PURE HORIZONS, INC.

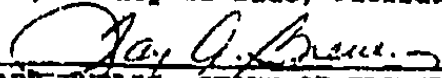
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JEFFREY E. REICHENBACHER, ESQ.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the Undersigned authority, an Officer duly authorized to administer oaths and take acknowledgments, personally appeared JEFFREY E. REICHENBACHER, ESQ., known to me and known by me to be the person who executed the foregoing Acceptance of Appointment by Registered Agent.

WITNESS my hand and official seal this 17th day of JANUARY, 1995, Miami, County of Dade, Florida.


NOTARY PUBLIC, STATE OF FLORIDA
0018654E

MY COMMISSION EXPIRES: 7/14/95

FILED
JAN 17 1995
FBI