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February 21, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-02/23/95--01087--007
****122.50 ****122.50

Re: PAMELA MICHELE'S SKIN CARE, INC.

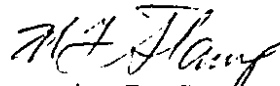
Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,

KILLGORE, PEARLMAN, GARDNER,
ORNSTEIN & STAMP, P.A.



By: Martin F. Stamp

MFS/jl
Enclosures

PAMMIC\SEC-STA. LTR

FILED
95 FEB 23 PM 4:20
TALLAHASSEE, FLORIDA
B. BROWN FEB 23 1995

ARTICLES OF INCORPORATION
OF
PAMELA MICHELE'S SKIN CARE, INC.

FILED
95 FEB 23 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PAMELA MICHELE'S SKIN CARE, INC. and its principal place of business and mailing address is 9924 Flynt Circle, Orlando, Florida 32825.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9924 Flynt Circle, Orlando, Florida 32825, and the name of the initial registered agent of this corporation at that address is PAMELA KNOBLAUCH.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Pamela Knoblauch
9924 Flynt Circle
Orlando, FL 32825

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of February, 1995.

Pamela Knoblauch
Pamela Knoblauch, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of February, 1995, by PAMELA KNOBLAUCH, who is personally known to me or who has produced n/a as identification and who did take an oath.



NOTARY PUBLIC:

Sign: Stephanie E. Neuhard
Print: _____

State of Florida at Large
My Commission Expires:

Commission No. _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for PAMELA MICHELE'S SKIN CARE, INC. hereby accepts such appointment this 20th day of February, 1995, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Pamela Knoblauch
PAMELA KNOBLAUCH

FILED
55 FEB 23 PM 4:20
TALLAHASSEE, FLORIDA