

945000052561

TRANSMITTAL LETTER

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

7/10/95 152215137
07/05/95-07/08/95
*****07.75 *****07.75

From: Judy Zeman
2560 South Ocean Blvd., Suite 304
Palm Beach, FL 33480
Phone # (407) 585-8022 or (407) 689-5204

SUBJECT: Skin Fitness, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation, the corporation's by-laws, and a check for \$78.75 for the filing fee and Certificate.

If you have any questions or need any further information, please feel free to call me at one of the numbers provided above.

Sincerely,

Judy Zeman

645-1282
6070
6011
5065
6167
7/10/95
78



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1995

JUDY ZEMAN
2560 SO. OCEAN BLVD. STE 304
PALM BEACH, FL 33480

SUBJECT: SKIN FITNESS, INC.
Ref. Number: W95000013813

We have received your document for SKIN FITNESS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Bylaws are not filed with this office. Please retain them for your records.

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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 495A00033087

**Articles of Incorporation
of
Skin Fitness**

Article 1

Corporate Name

The name of this corporation shall be "SKIN FITNESS, INC."

Article 2

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 2560 South Ocean Blvd. Suite 304, Palm Beach, Florida 33480.

Article 3

Nature of Corporate Business

The general nature of the business to be transacted by this Corporation shall be to engage in business for profit and is organized for the following general purposes:

(a) To carry on the business of providing skin care services and products and to do all acts necessary in the conduct of the aforesaid business; and

(b) To engage in any and all lawful business permitted under the laws of the United States and the State of Florida; and

(c) To enter partnerships, limited partnerships, and joint ventures with other business entities.

Article 4

Capital Stock

This Corporation shall have authority, acting by its Board of Directors, to issue not more than 10,000 shares of common class at .0001 PAR VALUE per share, that together have unlimited voting rights and that together are entitled to receive the net assets of the Corporation upon dissolution.

Article 5

Term of Existence

This Corporation shall have perpetual existence.

Article 6

Effective Date of Corporation

The Corporation shall not commence business until July 1, 1995 and the contemporaneous payment of not less than \$1.00 (one dollar) in value for the issuance of its shares.

Article 7

Registered Agent

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

Judy Zeman
2560 South Ocean Blvd., Suite 304
Palm Beach, Florida 33480

Article 8

Board of Directors

The initial Board of Directors shall consist of (1) member, the name and address of whom is as follows:

Judy Zeman
2560 South Ocean Blvd., Suite 304
Palm Beach, Florida 33480

The person named as the initial Director shall hold office for the first year of existence of his Corporation, or until their successors are duly elected or appointed and qualified, whichever occurs first.

Article 9

Indemnification

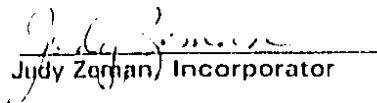
No Director or Officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his/her duty of care or other duty as a Director; provided that this provision shall eliminate or limit the liability of a Director or Officer only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws.

Article 10

Incorporator

The name of the person signing these Articles of Incorporation as the Incorporator is Judy Zeman whose address is 2560 South Ocean Blvd. Suite 304, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 28th day of June 1995.

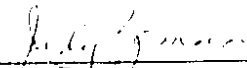

Judy Zeman Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Skin Fitness, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2560 South Ocean Blvd., Suite 304, Palm Beach Florida 33480 has named Judy Zeman, whose address is 2560 South Ocean Blvd., Suite 304, Palm Beach Florida 33480 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Judy Zeman

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

October 10, 1998

P95000056561

From: Judy Zeman
9401 Boca River Circle
Boca Raton, Florida 33434
Phone # (561) 477-9512 or (561) 689-5204

SUBJECT: Change of Address for Corporation and Registered Agent

Sir/Madam:

In accordance with Fla. Stat. 607.0821, the Board of Directors of Skin Fitness, Inc., corporate document # P95000056561, have changed the address of the corporation and address of the registered agent by unanimous written consent. As of the date of this letter, the address of both the corporation and registered agent shall be:

9401 Boca River Circle
Boca Raton, Florida 33434

500001974105--2
-10/15/98--01108--014
*****35.00 *****35.00

Enclosed please find the following:

1. A check in the amount of \$35.00 as filing fee for Statement of Change to Address of corporation and registered agent in accordance with Fla. Stat. 607.0122.
2. The original and one copy of the modified Certificate of Registered Agent's Appointment & Acceptance.

If you have any questions or need any further information, please feel free to call me at one of the numbers provided above.

Sincerely,


Judy Zeman
President, Skin Fitness, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 18 AM 10:21
RA Chang

2025 NOV 10 10:21



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1996

JUDY ZEMAN
9401 BOCA RIVER CIRCLE
BOCA RATON, FL 33434

SUBJECT: SKIN FITNESS, INC.
Ref. Number: P95000056561

We have received your document for SKIN FITNESS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

The \$35 previously sent will be applied to the filing fee when the document is returned.

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 (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 996A00047737

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: SKIN Fitness, Inc.

2. The mailing address of the corporation is: 9401 Boca River Circle
Boca Raton, Florida 33434

3. Date of incorporation/qualification: July 1, 1995 Document number: P95000056561

4. The name and address of the current registered agent and office:

Judy Zeman
2560 South Ocean Blvd, Suite 304
Palm Beach, Florida 33480

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Judy Zeman
9401 Boca River Circle
Boca Raton, Florida 33434

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Judy Zeman 11-9-96
(Signature of any officer, chairman or vice chairman of the board) (Date)

Judy Zeman President/CEO
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Judy Zeman
(Signature of Registered Agent)

11-9-96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 18 AM 10:11