

Raymond E. Makowski, P.A.

Attorney at Law

886 South Third Street

Jacksonville Beach, Florida 32250

(904) 246-5050

July 17, 1995

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The Honorable Sandra Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Trompe L'oeil, Inc.

Dear Sir:

Please find enclosed the Articles of Incorporation and one copy for the above referenced corporation together with a check in the amount of \$122.00 for the following expenses of incorporation:

\$35.00 - Filing Fee
\$52.00 - Certified Copy of Articles
\$35.00 - Registered Agent Designation

Please file the charter and return to me together with a certified copy of the Articles of Incorporation.

Very truly yours,

Raymond E. Makowski
Raymond E. Makowski, Esq.

REM/cld

Enclosures

DMC
7-27-95

FILED
JUL 27 PM 1:13
TALLAHASSEE, FLORIDA

Raymond E. Makowski, P.A.

Attorney at Law

886 South Third Street

Jacksonville Beach, Florida 32250

(904) 246-5050

July 6, 1995

Ms. Doris McDuffie
Corporation Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

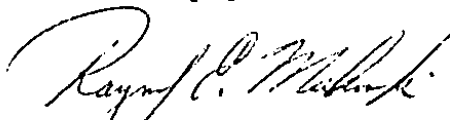
Re: Trompe L'oeil Classique, Inc.
Number W95000014654

Dear Ms. McDuffie:

Please find enclosed the amended Articles of Incorporation and one copy for the above referenced company.

Please file and return a certified copy of the Articles of Incorporation.

Very truly yours,



Raymond E. Makowski, Esq.

REM/cld

Enclosures

P.S.

Enclosed is a UPS Envelope & Prepaid shipping label. Please overnight the documents back to me.

Thanking you in Advance!



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 20, 1995

RAYMOND E. MAKOWSKI, ESQ.
886 SOUTH THIRD STREET
JACKSONVILLE, FL 32250

SUBJECT: TROMPE L'OEIL, INC.
Ref. Number: W95000014654

We have received your document for TROMPE L'OEIL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 195A00034758

ARTICLES OF INCORPORATION
OF
Trompe L'oeil Classique, Inc.

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95 JUL 27 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Trompe L'oeil Classique, Inc.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The purpose of this corporation is to engage in the skin care business and in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each having the par value of \$1.00.

ARTICLE V
Principal Office and Address

The initial principal office and registered office of this corporation and mailing address is 2415 South Third Street, Jacksonville Beach, Florida 32250. The name of the initial registered agent at such address is Mary Lou Jankowski.

ARTICLE VI
Director

The corporation shall have two directors initially, whose names and street addresses are as follows: Mary Lou Jankowski, 2415 South Third Street, Suite 2415, Jacksonville Beach, Florida 32250 and Sheri Ramirez, 2415 South Third Street, Suite 2415, Jacksonville Beach, Florida 32250.

ARTICLE VII
Subscriber

The name and address of the incorporator of this corporation are as follows: Mary Lou Jankowski, 2415 South Third Street, Suite 2415, Jacksonville Beach, Florida 32250.

ARTICLE VIII
Officers

This corporation shall have the following officers: a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be appointed by the Board of Directors or established by the By-Laws from time to time.

ARTICLE IX
Miscellaneous

A. This corporation shall have the following powers: All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and most comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer in this corporation.

D. Any subscriber or stockholder present at any meeting either in person or by proxy, and any director present in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting of any defect or insufficiency of notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any form.

F. Unless otherwise provided in the By-Laws, stockholders

shall have a preemptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the By-Laws cumulative voting shall not be permitted.

H. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

ARTICLE X **Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be amended in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 7/26/95 day of July, 1995.

Mary Lou Jankowski
Mary Lou Jankowski

STATE OF FLORIDA)
)
COUNTY OF DUVAL) ss.

BEFORE ME, the undersigned authority, this day personally appeared before me Mary Lou Jankowski, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 26th day of July, 1995.

Raymond E. Makowski
Notary Public
State of Florida at large
My Commission expires:



FILED

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ACCEPTANCE OF DESIGNATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

Mary Lou Jankowski, having been duly sworn according to law,
deposes and says the following:

I HEREBY acknowledge and agree to be the initial registered
agent of Trompe L'oeil Classique, Inc., 2415 South Third Street,
Suite 2415 Jacksonville Beach, Florida 32221.

Mary Lou Jankowski
Mary Lou Jankowski

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by Mary Lou Jankowski, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath and who executed the foregoing instrument, and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 26th day of July, 1994, at Jacksonville Beach, County and State aforesaid.

Raymond E. Makowski
NOTARY PUBLIC in and for the County
and State Aforesaid.
My commission expires

