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TALLAHASSEE

September 8, 1995

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****122.50 ****122.50

Secretary of State
Corporate Division
The Capitol
Tallahassee, Fl 32304

RE; Skin Prescriptives, Inc.

Gentlemen:

I enclose check in the amount of \$122.50 and original and one copy of the Articles of Incorporation of Skin Prescriptives, Inc.

I would appreciate your acknowledgement of this filing at your earliest convenience and thank you for your assistance.

Sincerely,



CHRISTINE M. VIDAL
Enclosures

D. BROWN SEP 20 1995

ARTICLES OF INCORPORATION
OF
SKIN PRESCRIPTIVES, INC.

RECORDED
1968-12-18/2:48
H. H. HARRIS & SONS, INC.

We, the undersigned natural persons of the age of twenty-one or more, acting as Directors and Incorporators under the provisions of the Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

SKIN PRESCRIPTIVES, INC.

ARTICLE II

Principal Place of Business

The principal place of business is to be located at
P.O. Box 1191, Ponte Vedra Beach, Florida 32204.

ARTICLE III

Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV

Purpose

To provide skin care services, and generally to do and perform everything necessary for carrying out the aforesaid purposes, and to engage in such other business or businesses, whether related

thereto or not, as may be approved by the Board of Directors and which businesses are permitted by the laws of the State of Florida.

ARTICLE V

Stock Clause

The aggregate number of shares of stock which this corporation shall have the authority to issue shall be five hundred (500) shares of common stock, each with a par value of One (\$1.00) Dollar.

ARTICLE VI

Minimum Capital

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

Subscribers, Incorporators and Directors

The names and addresses of the Subscribers, Incorporators and Directors are:

<u>Name</u>	<u>Shares Subscribed</u>	<u>Address</u>
Christine M. Vidal	500	P.O. Box 1191 Ponte Vedra Beach, Florida 32204

ARTICLE VIII

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be

signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX

Directors

The management and control of this corporation shall be vested in a Board of Directors comprised of at least one director. The Board of Directors shall be elected by the shareholders of the corporation at each annual meeting to be held at the principal office of the corporation on such day and time of year as the By-Laws of this corporation shall provide. At any meeting of the Board of Directors, it shall be necessary that a majority of the then existing Board of Directors vote in favor of any motion, resolution or action taken in order that the same become effective and be the act and deed of the corporation and the Board of Directors thereof.

ARTICLE X

Officers

The officers of this corporation shall be chosen by the Board of Directors and shall consist of a President, Secretary and Treasurer. The Board of Directors may also from time to time provide for and elect all other officers or committees which their Board may seem expedient. Two or more offices may be held by the same person. The officers who are to conduct the business of the corporation and shall serve as such until the next annual

election of officers shall be as follows:

President, Secretary and
Treasurer

CHRISTINE M. VIDAL
P.O. Box 1191
Ponte Vedra Beach, Fl 32204

ARTICLE XI

Seal

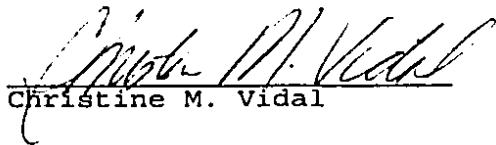
The seal of this corporation shall be a circular impression bearing in the center thereof the words "CORPORATE SEAL - 1995-FLORIDA" and around the circumference thereof the words "SKIN PRESCRIPTIVES, INC.".

ARTICLE XII

Registered Office and Registered Agent

The address of the registered office of this corporation is 4170 Coastal Highway, St. Augustine, Florida 32095. The name of the initial registered agent of this corporation at that address is: LYNLEY OWEN.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this Sep 15 day of September, 1995.


Christine M. Vidal

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared CHRISTINE M. VIDAL, who, after being first duly cautioned and sworn, deposes and says that she has affixed her name to the foregoing Articles of Incorporation of SKIN PRESCRIPTIVES, INC. as the original subscriber to said corporation for the purpose therein stated. I relied upon the following form of identification: _____

or personally known X.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 15th day of September, 1995.



ROSE M. BARBER
Notary Public, State of Florida
My Comm. Exp. May 19, 1996
Comm. No. CC 202676

Rose M Barber
Notary Public

Print name: Rose M Barber

My commission expires:

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following Certificate is submitted in compliance therewith:

IT IS HEREBY DECLARED that SKIN PRESCRIPTIVES, INC. is desirous to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Ponte Vedra Beach, County of Duval, State of Florida, and has named LYNLEY OWEN, located at 4170 Coastal Highway, St. Augustine, Florida 32095, as its agent to accept service of process in the State of Florida.

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF DUVAL

Having been named to accept service of process for the above stated corporation at the place designated in the above Certificate, I hereby accept to act in this capacity, and I agree to comply with all of the provisions of said Act.

Lynley Owen
LYNLEY OWEN

Personally sworn to and subscribed before me this 15th day of September, 1995. I relied upon the following form of identification: _____ or personally known: X



ROSE M. BARBER
Notary Public, State of Florida
My Comm. Exp. May 19, 1996
Comm. No. CC 202678

Rose M Barber
Notary Public

Print name: Rose M Barber

P95000072657

FILED
96 JUN 12 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 3, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

RE: Skin Prescriptives, Inc.

Gentlemen:

Enclosed herewith please find Articles of Amendment for the above referenced corporation along with my check in the amount of \$35.00 for filing fees.

Please furnish acknowledgment of this filing in the envelope provided. Thank you for your assistance with this matter.

Sincerely,

CHRISTINE M. VIDAL
Enclosures

P.O. Box 1191
Porte Vedra Bch., FL 32204

N/c

VS JUN 20 1996

ARTICLES OF AMENDMENT
AMENDMENT TO ARTICLES OF INCORPORATION
OF
SKIN PRESCRIPTIVES, INC.

FILED
96 JUN 12 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

To the Secretary of State of Florida:

WHEREAS, the Articles of Incorporation for the subject corporation were filed on September ¹⁸~~20~~, 199⁵~~6~~ and assigned Charter Number P95000072657; and

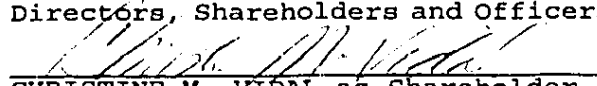
WHEREAS, the Corporation is desirous of amending the Articles of Incorporation to change the name to SKIN PRESCRIPTIONS, INC.

NOW THEREFORE, the undersigned, constituting all of the Directors and all of the Stockholders of SKIN PRESCRIPTIVES, INC. are desirous of and on this date do hereby amend the Articles of Incorporation of SKIN PRESCRIPTIVES, INC. to change the name to SKIN PRESCRIPTIONS, INC.

WHEREFORE, the undersigned Directors and Shareholders pray that the Department of State file these Articles of Amendment in accordance with Florida Statutes Chapter 607.

Dated and adopted this 17th day of April, 1996.

Directors, Shareholders and Officers


CHRISTINE M. VIDAL as Shareholder,
Director, President, Secretary/
Treasurer

STATE OF FLORIDA
COUNTY OF St. Johns

Personally appeared before me, CHRISTINE M. VIDAL as President of SKIN PRESCRIPTIVES, INC. to me well known and personally known

to me to be the person described in and who executed the foregoing and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of April, 1996.



VERA M. BAUM
My Comm Exp. 11/04/97
Bonded By Service Ins
No. CC322582
11/04/97

Vera M. Baum
Notary Public
State of Florida

Notary's Seal

My Commission Expires: Nov 4, 1997
Commission Number: CC 322582