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FLORIDA DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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FAX: (904) 922-4000

215 N EOLA DR

ORLANDO FL 32801-0-

CONTACT: PATTIE M CALLAHAN

PHONE: (407) 843-4600

FAX: (407) 423-4495

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR

(((H96000003352)))
P.A.

NAME: ULTIMATE LOTIONS, INC.

FAX AUDIT NUMBER: H96000003352

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/08/1996

TIME REQUESTED: 14:33:42

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TALLAHASSEE, FLORIDA

3/11

95 MAR -8 PM 3:47

ARTICLES OF INCORPORATION

OF

ULTIMATE LOTIONS, INC.

ARTICLE I - NAME

The name of this corporation is ULTIMATE LOTIONS, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 130 S. Semoran Blvd., Orlando, Florida 32807.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of TEN CENTS (\$0.10) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 130 S. Semoran Blvd., Orlando, Florida 32807 and the name of the initial registered agent of this corporation at that address is Gwyn R. Picerno.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

Gwyn R. Picerno

130 S. Semoran Blvd.
Orlando, FL 32807

This document was prepared by:

RICHARD J. FILDES, ESQ.

Florida Bar Number: 237345

Lowndes, Drosdick, Dostar, Kantor & Reed, P.A.
P. O. Box 2809

Orlando, Florida 32802-2809
(407) 843-4600

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Richard J. Fildes

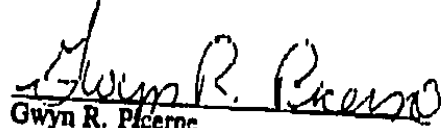
215 North Eola Drive
Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 8th day of MARCH, 1996.


Richard J. Fildes, Incorporator

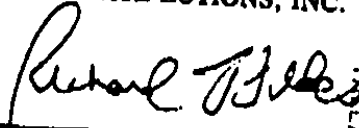
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of ULTIMATE
LOTIONS, INC.


Gwyn R. Picerno

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by
virtue of the undersigned acting as Incorporator of ULTIMATE LOTIONS, INC.


Richard J. Fildes

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