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TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE TREASURERS INTERNATIONAL, INC.
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-00000
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

(((H96000003295))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HYDRALE COSMETICS U.S.A. INC.
FAX AUDIT NUMBER: H96000003295 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/07/1996 TIME REQUESTED: 14:14:48
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TALLAHASSEE, FLORIDA

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**Articles of Incorporation
of
Hydralc Cosmetics U.S.A. Inc.**

RECEIVED DATE
2-8-76

Article I. Name

The name of this Florida corporation is Hydralc Cosmetics U.S.A. Inc.

Article II. Address

The mailing address of the Corporation is:

Hydralc Cosmetics U.S.A. Inc.
c/o 4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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TALLAHASSEE, FLORIDA

Article III. Capital Stock

The Corporation shall have the authority to issue 4,000 shares of common stock, which shall be divided into 2,000 shares of voting common stock and 2,000 shares of non-voting common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

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Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Douglas Vincent Carroll
Janet Bernadette Carroll
Tom Linardos

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of March 8, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on March 8, 1996.

Corporate Creations International Inc.

By: 

Luis A. Uriarte, Vice President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Hydrale Cosmetics U.S.A. Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

By: 

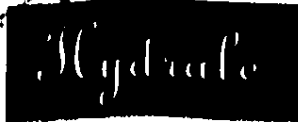
Luis A. Uriarte, Vice President

Date: March 8, 1996

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0888

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*Manufacturers of Quality
Skincare Products*

November 4, 1996

Sandra Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Mortham,

This is to serve as notification that we wish to serve as our own Registered Agents
(formerly handled by Corporate Creations of Palm Beach Gardens).

Our new address is: 1940 Harrison Street, Suite 300, Hollywood, FL 33020. Telephone:
(954) 927-1466 and facsimile: (954) 922-4400. You may direct correspondence to myself or Ms.
Christine Valdes, President.

Sincerely,

A handwritten signature in cursive script, appearing to read "Doug Carroll", written over a horizontal line.

Douglas V. Carroll
Managing Director

*Change of address
only*

New address and telephone: 1940 Harrison Street #300
Hollywood, FL 33020
Telephone: (954) 927-1466, Fax: (954) 922-4400

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Hydrate USA Inc
4521 PGA Boulevard Suite 211 Palm Beach Gardens Florida 33138
Tel./Fax (954) 760-4369

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