

SENT BY:

5-13-96 1:01PM

ADORNO ZEDER-

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5/13/96
10:05 AM

FLORIDA DIVISION OF CORPORATIONS

((H96000006723))

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TO: DIVISION OF CORPORATIONS

FROM: ADORNO ZEDER, P.A.

DEPARTMENT OF REVENUE

2001 W. WAYSIDE DR

TALLAHASSEE, FLORIDA

MIAMI, FL 33131

400 N. GULF BLVD. SUITE 1000

CONTACT: JUSTIN T. WILSON

TALLAHASSEE, FL 32301

PHONE: (305) 860-7098

FAX: (904) 2-1000

FAX: (305) 858-4777

((H96000006723))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: TOUGH AS NAILS, INC.

FAX AUDIT NUMBER: H96000006723

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/13/1996

TIME REQUESTED: 10:05:20

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CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA

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96 MAY 13 PM 1:32

DIVISION OF CORPORATIONS

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5/13

ARTICLES OF INCORPORATION
OF
TOUGH AS NAILS, INC.

FILED
95 MAY 13 PM 3 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
"Tough as Nails, Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

This item prepared by:
Justin T. Miluch
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 100,000 shares of Common Stock with a par value of \$.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Benjamin S. Schwartz
c/o A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business and mailing address of the corporation shall be:

c/o A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

Executed at Miami, Florida this 9th day of May, 1996.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: 

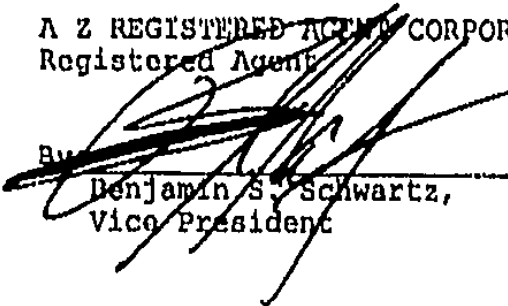
Benjamin S. Schwartz,
Vice President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Tough as Nails, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 9th day of May, 1996.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By 
Benjamin S. Schwartz,
Vice President

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96 MAY 13 PM 3:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07/08/96 MON 13:34 PM 305 858 4777

ADORN & ZEDER P.A.

1001

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TO: DIVISION OF CORPORATIONS

FROM: ADORNO & ZEDER, P.A.

DEPARTMENT OF STATE

2601 S BAYSHORE DR

STATE OF FLORIDA

SUITE 1600

409 EAST GAINES STREET

MIAMI FL 33133-

311-

TALLAHASSEE, FL 32399

CONTACT: JUSTIN T WILSON

FAX: (904) 922-4000

PHONE: (305) 860-7098

FAX: (305) 858-4777

((H96000009403))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: TOUGH AS NAILS, INC.

FAX AUDIT NUMBER: H96000009403

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/08/1996

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TALLAHASSEE, FLORIDA

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SECTION OF CORPORATIONS

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOUGH AS NAILS, INC.

FILED
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SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Sole Director of Tough as Nails, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

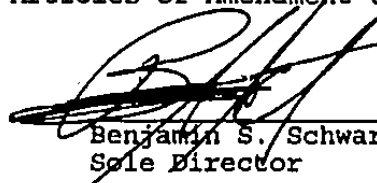
1. The name of the Corporation is Tough as Nails, Inc.
2. The following provision of the Articles of Incorporation of the Corporation be and it hereby is amended in the following particulars:

Article I be and it hereby is amended to read in its entirety as follows:

"The name of this corporation is Skin Care Development, Inc."

3. The foregoing amendment was adopted by the Sole Director of the Corporation, without the necessity of shareholder approval, by written consent dated June 25, 1996.

IN WITNESS WHEREOF, the undersigned Sole Director of the Corporation has executed these Articles of Amendment this 25th day of June, 1996.


Benjamin S. Schwartz,
Sole Director

This instrument prepared by:
Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555