

P96000065680

KATHRYN M. O'BRIEN, P. A.

ATTORNEY AND COUNSELOR AT LAW

31 - 57TH STREET NORTH
CORNER 1ST AVENUE NORTH & 57TH STREET
ST. PETERSBURG, FLORIDA 33710

July 31, 1996

RECEIVED
STATE OF FLORIDA
CORPORATION DIVISION
(813) 345-6647

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

500001918155
-08/06/96--01005--000
***122.50 ***122.50

Re: SKIN DYNAMICS, INC.

Dear Sir:

Enclosed, please find the original plus one copy of the Articles of Incorporation in the above-titled business entity for filing along with our check in the amount of \$122.50 for the costs of filing the Articles and the designation of Registered Agent as well as issuing the certified copy. Once the Articles have been stamped in, please return the certified copy to this office.

Your prompt attention to this matter is greatly appreciated.

Sincerely,

Leslie Nungesser - Legal Secretary

Kathryn M. O'Brien, Esquire

KOB:ilm

Enclosure

NR Same

8/7/96

Signed in her absence to avoid delay

JD

**ARTICLES OF INCORPORATION OF
SKIN DYNAMICS, INC.
A Florida Corporation**

FILED
SEP 10 1999
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: SKIN DYNAMICS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is: any and all activity or business permitted under the laws of the United States and the State of Florida, including but not limited to retail sale of skin care products and skin care services.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a par value of \$1.00.

ARTICLE IV

The corporation is to exist perpetually.

ARTICLE V

The initial post office address of the principal office of this corporation in the State

Florida is:

SKIN DYNAMICS, INC.
P.O. Box 562
Indian Rocks Beach, FL 33785

ARTICLE VI

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stock holders.

ARTICLE VII

The names and post office address of the first Board of Directors is:

Jane M. Kovac
2504 Gulf Blvd.
Apt. #104
Indian Rocks Beach, FL 33785

and

Kathleen A. Campbell
4513 Rosemere Road
Tampa, FL 33609

ARTICLE VIII

The street address of the initial registered office of the corporation shall be 31 - 57th Street North, St. Petersburg, FL 33710 and the name of the initial registered agent of the corporation is Kathryn M. O'Brien.

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it it offered to others.

ARTICLE X

The corporation shall indemnify any Officer or Director or any former officer or

director, to the full extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

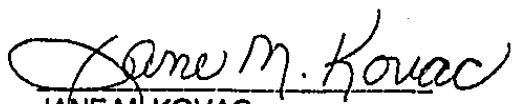
ARTICLE XII

The name and address of the incorporators signing these articles are:

Jane Kovac and
2504 Gulf Blvd.
Apt. #104
Indian Rocks Beach, FL 33785

Kathleen Campbell
4513 Rosemere Road
Tampa, FL 33609

IN WITNESS WHEREOF, the undersigned Incorporators have executed these
Articles of Incorporation on the 30th day of July, 1996.



JANE M. KOVAC



KATHLEEN A. CAMPBELL

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State

and County set forth above, personally appeared JANE M. KOVAC, who produced as Identification Fl. Driver License K122453 49650 and KATHLEEN A. CAMPBELL, who produced as Identification Fl. Driver License C 514 501 41 910 0 and who are known to me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 30th day of July, 1996.



KATHRYN M. O'BRIEN, Notary Public
My Commission Expires:
Commission No.: CC 476180



KATHRYN M. O'BRIEN
COMMISSION # CC 476180
EXPIRES JUN 26, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

REGISTERED AGENT CERTIFICATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

SKIN DYNAMICS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation, at the city of South Pasadena, County of Pinellas, State of Florida, has named Kathryn M. O'Brien, located at 31 - 57th Street North, St. Petersburg, FL 33710, as its Agent to accept service of process within this State.

FILED
1996-08-01
CLERK OF DISTRICT COURT
SOUTH PASADENA, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.

Kathryn M. O'Brien
KATHRYN M. O'BRIEN

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared KATHRYN M. O'BRIEN, known to me personally and know to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS MY hand and seal this 1st day of August, 1996.



REGINA A. KAVANAGH
MY COMMISSION # CC459271 EXPIRES
May 3, 1999
BONDED THROUGH TROY FAIR INSURANCE, LLC.

Regina A. Kavanagh

NOTARY PUBLIC (State of Florida)
Commission No.: CC 476180
My Commission Expires: CC