

ME SALVE, INC.
Calle B #35, La Collina
Guaynabo, Puerto Rico 00969
(809) 798-2566

VIA FEDERAL EXPRESS

800001932818
-08/27/96--01093--003
***122.50 ***122.50

RUSH

RUSH
I Thank You An ADVANCE

Enclosed is a prepaid self addressed federal express envelop for the return of a certified copy of the Articles of Incorporation.

Enclosed is a check in the amount of \$122.50 for the applicable fees.

Sincerely,

Jim Kubensalc GAV

AUTHORIZATION BY PHONE TO

Name has no translation:

8.20.96

D. Callaway

56 AUG 20 PM 3:58

FILED

3.5 ppm

7-20-90

**ARTICLES OF INCORPORATION
OF
ME SALVE, INC.**

FILED
26 AUG 20 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name and Address

The name and mailing address of the principle office of this Corporation is Mc Salve, Inc., Calle B #35, La Colina, Guaynabo, Puerto Rico 00969.

Article II - Purpose

This Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, except a commercial banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition, unless prior regulatory approval is obtained, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This Corporation is authorized to issue 1000 shares of US\$.01 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This Corporation may not issue more than one class of stock.

Article IV - No Preemptive Rights

Except as to such agreements as the shareholders may execute, no stockholder of this Corporation shall, because of his or her ownership of stock have any pre-emptive or other right to purchase, subscribe for or take any part, prorata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

**Article V - Initial Registered
Office and Agent**

The name of the registered agent of this Corporation is Jim Taubenfeld. The address of the registered office and agent of this Corporation is: 5601 Collins Avenue, Suite 1705, Miami Beach, Florida 33140.

Article VI - Incorporator

The name and address of the initial incorporator of this Corporation is:

Jim Taubenfeld: Calle B #35, La Colina, San Juan Puerto Rico 009690

Article VII - Board of Directors and Officers

The number of directors and officers may be either increased or decreased from time to time as provided in the By-Laws of this Corporation, but shall never be less than one. The names and addresses of the initial directors and officers of this Corporation are:

Jim Taubenfeld: Calle B #35, La Colina, San Juan Puerto Rico 009690

Article VIII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associate or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

Article IX - Director-Conflicts of Interest

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Article X - Indemnification

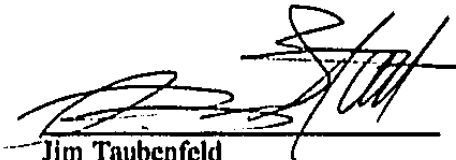
Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such

expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Article XI - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

In Witness Whereof, the undersigned, consisting of the initial incorporator and sole director of Me Salve, Inc., have executed this Articles of Incorporation this 19 day of August, 1996.




Jim Taubenfeld
Incorporator and sole Director

**ACCEPTANCE OF REGISTERED AGENT
OF
ME SALVE, INC.**

FILED
96 AUG 20 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, whose office is located at 5601 Collins Avenue, Suite 1705, Miami Beach, Florida 33140, having been appointed to act as registered agent for Me Salve, Inc., hereby accepts such appointment and agrees to act as registered agent for Me Salve, Inc. and to comply with the duties and obligations in such capacity.

Dated: 19 day of August, 1996


Jim Taubenfeld

P96000069366

JIM TAUBENFELD (800)790-2500
Lazoff Brothers
Hwy 2 Km 20 2 Do Candelaria
Toa Baja, PR 00940

000001940140
-09/05/96--01092--006
*****35.00 *****35.00

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 SEP -3 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5H/3

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MR SALVE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VII - Board of Directors and Officers

The number of directors and officers may be either increased or decreased from time to time as provided in the By-Laws of this Corporation, but shall never be less than one. The names and addresses of the initial directors and officers of this Corporation are:

Jim Taubenfeld: Calle B #35, La Colina, San Juan Puerto Rico 009690

Karen Furman: 12720 Country Side Terrace, Cooper City, Florida 33330

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96 SEP -3 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: AUGUST 30, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)


- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30TH day of AUGUST, 19 96

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JIM TAUBENFELD

Typed or printed name

INCORPORATOR AND DIRECTOR

Title