CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per monih on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 13, 1996

CAPITAL CONNECTION, INC. 417 E. VIRGINIA STREET SUITE 1 TALLAHASSEE, FL 32301

SUBJECT: REBEKA'S SKIN CARE, INC. Ref. Number: W96000023952

We have received your document for REBEKA'S SKIN CARE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

if you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown Corporate Specialist

Letter Number: 396A00051708

Dordcled Thanks



ARTICLES OF INCORPORATION

OF

REBEKA'S SKIN CARE, INC.

WE, the undersigned desiring to form a corporation for profit in the State of Florida, hereby organize ourselves together for that express purpose.

Article One

The name of the corporation shall be: REBEKA'S SKIN CARE, INC.

Article Two

The existence of the corporation shall be perpetual.

Article Three

The corporation is organized to own and operate a business involved in facial muscle exercise and skin care, and also for the purpose of transacting any and all lawful business.

Article Four

The corporation is authorized to issue 1,000 (one thousand) shares of one dollar (\$1.00) par value common stock.

Article Five

The street address of the initial registered agent of this corporation is 18707 Ocean Mist Drive, Boca Raton, Florida 33498, and the name of the initial registered agent at that address is Rebeka Berger. The principle address of the corporation is also the same as the registered agent's address.

Article Six

The corporation shall have one (1) director initially. The name and address of the initial director of this corporation is: Rebeka Berger 18707 Ocean Mist Drive Boca Raton, Florida 33498

Article Seven

The name and address of the person signing
these Articles of Incorporation is: Rebeka Berger
18707 Ocean Mist Drive
Boca Raton, Fla. 33498

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of November, 1996.

Rebeka Berger, Subscriber

Sworn to and subscribed before me on this 7th day of November, 1996.

Jena N. Wundt Notary Public State of Fla.

My commission expires:



Acceptance

Having been named to accept service of process for the above named corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Rebeka Berger, Registered Agent

Date

FILED 96 NOV 13 AM 9: 11 SECRETARY OF STATE TAIL ANASSEE, FLORIDA