

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) Skin Success Pharmaceuticals Inc.
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ARTICLES OF INCORPORATION
FOR
SKIN SUCCESS PHARMACEUTICALS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is

SKIN SUCCESS PHARMACEUTICALS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 23123 State Road 7, Suite 245, Boca Raton, FL 33428.

ARTICLE III - DIRECTORS

The name and address of the initial director(s) is

Dennis McDevitt
23123 State Road 7
Suite 245
Boca Raton, Fl 33428

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ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares having a par value of no par per share.

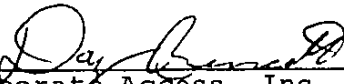
ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Dennis McDevitt, Esq., 23123 State Road 7, Suite 245, Boca Raton, FL 33428.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of March, 1997.



Corporate Access, Inc.
President - Danny Bennett

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

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


The name of the corporation is

Skin Success Pharmaceuticals, Inc.

The name and address of the registered agent is

LENNIS C MCDEUTY
23123 ST RD 7 #245
POCA RATON, FL 33428

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.


SIGNATURE