SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998. AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED Aug 19 1998 8:00am PROFIT FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State 1998 DIVISION OF CORPORATIONS DOCUMENT # P97000036840 (1) SKIN TO WIN, INC. Principal Place of Business Mailing Address 1326 SE 17TH STREET. #540 1326 SE 17TH STREET, #540 FT. LAUDERDALE FL 83316 FT. LAUDERDALE FL 33316 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 04/24/1997 2. Principal Place of Business 2a. Malling Address Applied For 26 65-0746925 Not Applicable 21 Suite, Apt. #, etc. Suite, Apt. #, etc \$8.75 Additional 5. Certificate of Status Desired Fee Required 22 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be 28 Trust Fund Contribution Added to Fees 23 Country Zio Country Zip 8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. Yes No 24 29 30 Personal Property Tax due June 30. 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent 81 CORPORATE CREATIONS ENTERPRISES, INC. 4521 PGA BLVD., #211 82 Street Address (P.O. Box Number is Not Acceptable) PALM BEACH GARDENS FL 33418 83 84 City Zip Code 11. Pursuant to the provisions of sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes. SIGNATURE Signature, typed or printed name of registered agent and little if applicable. (NOTE: Registered Agent signature required when reinstating) CR2E034 (5/98) 12. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. TITLE 1.1 TITLE DELETE Change Addition SHELDON, LORI NAME 1.2 NAME C/O 1326 SE 17TH STREET, #540 STREET ADDRESS 1.3 STREET ADDRESS FT. LAUDERDALE FL 33316 CITY-ST-ZIP 1.4 CITY-ST-ZIP 2.1 TITLE TITLE DELETE Change Addition NAME 2.2 NAME STREET ADDRESS 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP CITY-ST-ZIP DELETE 3.1 TITLE ____ Addition ___ Change NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADDRESS CITY-ST-ZIP 3.4 CITY ST-ZIP 4.1 TITLE DELETE Addition NAME 4.2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIP 4.4 CITY-ST-ZIP 5.1 TITLE TITLE DELETE ___ Addition NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS

CITY-ST-ZIP 14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if chapted, or on an attachment with an address.

DELETE

5.4 CITY ST-ZIP

6.3 STREET ADDRESS

6.1 TITLE

6.2 NAME

SIGNATURE:

CITY-ST-ZIP

STREET ADDRESS

TITLE

NAME

Change Addition