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May 22, 1997

Thomas Cartwright
10 Perriwinkle Circle
Stuart, Florida 34996

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

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-05/27/97--01153--014
***122.50 ***122.50

Dear Sir/Madam,

Please find enclosed our Articles of Incorporation for Dermetics Inc. I have included the filing fee of \$122.50 with original Articles of Incorporation and one copy, and the letter of the registered agent. Please process accordingly.

Our telephone number during working hours is 561-221-9016.

Thank you for your prompt attention.

Sincerely,

Thomas Cartwright

EFFECTIVE DATE
5-22-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
DERMETICS INC.

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DIVISION OF CORPORATIONS
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The undersigned, being of legal age, does hereby form the following corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I

NAME

The name of the Corporation shall be:

DERMETICS INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be as follows:

A. To conduct the business of the sale of items related to the medical and healthcare field and to engage in any other lawful activities.

B. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 10,000 shares of common stock of the par value of \$ 1.00 each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 10 Perriwinkle Circle, Stuart, FL 34996 and the name of the registered agent of this corporation at that address is THOMAS CARTWRIGHT.

ARTICLE VII

DIRECTORS AND OFFICERS

A. The business of this Corporation shall be concluded and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than five (5) members. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-laws of this Corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be provided for in the By-laws of the Corporation.

C. A Director may be removed at any annual or special meeting of Stockholders only upon there being present a sufficient number of Stockholders to constitute the ownership of a majority of the stock of the Corporation.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

THOMAS CARTWRIGHT
10 Perriwinkle Circle
Stuart, FL 34996

LENNIE FISHER
927 SW Woodcreek Dr.
Palm City, FL 34990

ARTICLE IX

INCORPORATOR

The name and street address of the Incorporator to the Article of Incorporation is as follows:

THOMAS CARTWRIGHT
10 PERRIWINKLE CIRCLE
STUART, FL 34996

ARTICLE X

INTER-COMPANY CONTRACTS

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be effected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniary or otherwise interested in, or are Directors or Officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the Corporation, provided that the fact he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE XI

STOCKHOLDERS' AGREEMENTS

The Corporation and its common Stockholders, or the Stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily, or both, the option of first refusal or mandatory purchase in the event any Stockholder desires to transfer, assign, encumber or pledge, his/her stock, with or without a consideration. Any such agreement may include such restrictions during the life time of any Stockholder or upon the death or legal incompetence of any Stockholder. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

ARTICLE XII

INDEMNIFICATIONS OF DIRECTORS

A. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or any officer of the Corporation, or a Director or officer of any other corporation which he served as such at the request of the Corporation, against reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation.

B. The Corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his capacity as Director or as an officer of the Corporation, or in the capacity of Director or officer of any other corporation which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE XIII

DIRECTORS' LIABILITY

No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under provisions or in the manner authorized by the Articles of Incorporation or By-Laws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as a Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All cost and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and save him harmless.

ARTICLE XIV

REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

ARTICLE XV

A Director shall not be liable for dividends illegally declared, distributions illegally made to stockholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement reviewed by a Certified Public Accountant to fairly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith determining the amount available for dividends or distribution, he considers the assets to be of their book values.

ARTICLE XVI

AMENDMENTS

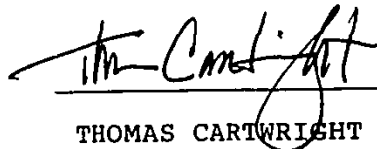
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVII

CONSENT WITHOUT MEETING

Any action that may be taken at a meeting of the Shareholders of his Corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the Shareholders of the Corporation entitled to vote on the action and shall be filled by the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' meeting. If all of the Directors, severally or collectively, likewise, consent in writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board.

I, the undersigned, being the original subscriber and
incorporator of the foregoing Corporation, have executed these
Articles of Incorporation this 22nd day of May, 1997

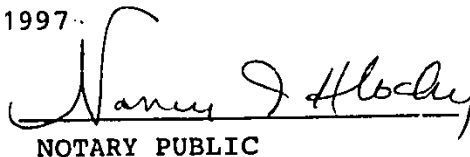

THOMAS CARTWRIGHT

STATE OF FLORIDA

COUNTY OF MARTIN

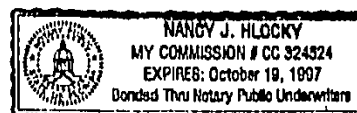
I HEREBY CERTIFY that on this day before me, a Notary Public duly
authorized to take acknowledgements in the State and County
aforesaid, personally appeared THOMAS CARTWRIGHT to me well
known to be the person who executed the foregoing Articles of
Incorporation and acknowledge before me that he executed these
Articles of Incorporation.

WITNESS my hand and official seal in the County and State
aforesaid, this 22nd day of May, 1997.


NOTARY PUBLIC

My Commission Expires: 10/19/97

(notary seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE MADE.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act.

That DERMETICS INC, desiring to organize under the Laws of the
State of Florida with its principal office as indicated in the
Articles of Incorporation, at 10 Perriwinkle Circle,
Stuart, Fl. 34996, has named THOMAS CARTWRIGHT located at #10
Perriwinkle Circle, Stuart, Florida 34996, as its Registered
Agent to accept service of process within this State.

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



THOMAS CARTWRIGHT
REGISTERED AGENT

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