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July 31, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6427
Tallahassee, FL 32301

100002259671--1
-08/06/97--01089--017
122.50 *122.50

In re: Porta-Skin, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy each of the Articles of Corporation for the above-referenced corporations.

Also enclosed please find this firm's checks in the amount of \$122.50 each for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certification Copy of Articles	<u>52.50</u>
	\$122.50

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

Michelle K. Womble
Michelle K. Womble
Legal Assistant to
Denise Lowry Hutson

/mkw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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8-7-97
WS

ARTICLES OF INCORPORATION
OF
PORTA-SKIN, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 AUG -6 PH 12:41

THE UNDERSIGNED incorporator does hereby agree to incorporate a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

ARTICLE I
NAME OF CORPORATION

1.01 NAME. -- The name of this corporation shall be **PORTA-SKIN, INC.**

ARTICLE II
GENERAL NATURE OF BUSINESS

2.01 POWERS. -- This corporation may engage in any activity or business permitted under F.S. 607 of the laws of the State of Florida.

ARTICLE III
STOCK

3.01 NUMBER. -- The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one class of Common Stock totalling 500 shares and having a par value of \$1.00 per share.

ARTICLE IV
ADDRESS OF CORPORATION AND REGISTERED AGENT

4.01 PRINCIPAL OFFICE. -- The street address of the principal office of the proposed corporation in the State of Florida is 2179 N.E. 46th Circle, High Springs, FL 32643. The mailing address of the corporation is 2179 N.E. 46th Circle, High Springs, FL 32643.

4.02 RELOCATION. -- The Board of Directors may from time to time move the principal office to any other address in Florida.

4.03 REGISTERED AGENT. -- The initial registered agent of the corporation is MICHAEL E. MCLEMORE and his business office and address is 2179 N.E. 46th Circle, High Springs, FL 32643.

**ARTICLE V
NAME AND ADDRESS OF INCORPORATOR**

5.01 DESIGNATION. -- The name and street address of the incorporator of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL E. MCLEMORE	2179 N.E. 46th Circle High Springs, FL 32643

THE UNDERSIGNED, being the Incorporator to the Capital Stock hereintofore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of July, 1997.

 (SEAL)
MICHAEL E. MCLEMORE

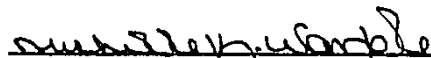
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 31 day of July, 1997, by MICHAEL E. MCLEMORE, the Incorporator, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed. Such person(s):

- () is/are personally known to me.
() produced a current Florida Driver's license as identification.
() produced _____ as identification.



MICHELLE K. WOMBLE
MY COMMISSION # CC 488451
EXPIRES Aug. 6, 1999
(SEAL)


Print Name: Michelle K. Womble
Notary Public, State of Florida
My Commission Expires:
Serial Number:

CERTIFICATE OF REGISTERED AGENT

I HEREBY accept designation of registered agent for PORTA-SKIN, INC., and hereby agree to fulfill the obligations thereof.

IN WITNESS WHEREOF, I have hereto set my hand and seal this 31 day of July, 1997.


MICHAEL E. MCLEMORE

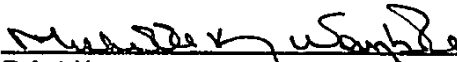
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 31 day of July, 1997, by MICHAEL E. MCLEMORE, Registered Agent, who executed the foregoing Certificate of Registered Agent, and he acknowledged before me that he executed the same for the purposes therein expressed. Such person(s):

- () is/are personally known to me.
- () produced a current Florida Driver's license as identification.
- () produced _____ as identification.



MICHELLE K. WOMBLE
MY COMMISSION # CC 430451
EXPIRES Aug. 8, 1999


Print Name: Michelle K. Womble
Notary Public, State of Florida
My Commission Expires:
Serial Number:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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