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LOUIS SCOURTAS & ASSOCIATES  
617 CLEVELAND STREET-SUITE 22  
CLEARWATER, FLORIDA 34615

TEL: 813-443-0709  
FAX: 813-449-9700

September 5, 1997

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


100002287371--4  
-09/08/97--01126--017  
\*\*\*122.50 \*\*\*122.50

Please find enclosed the Articles of Incorporation for Skin Perfect, Inc. and our check for \$122.50 covering the filing fees.

Please mail to us the Certified Copy of the Articles of Incorporation and the Certificate of Incorporation to our office for further processing with our client.

If you have any questions, please call me.

Sincerely,

  
Louis Scourtas

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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09/10/97

**ARTICLES OF INCORPORATION**

**OF**

**SKIN PERFECT, INC.**

**ARTICLE I. CORPORATE NAME**

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The name of this Corporation is Skin Perfect, Inc.

**ARTICLE II. CORPORATE PRINCIPAL OFFICE AND MAILING ADDRESS**

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The Corporations principal office and mailing address is 2732 Penzance Street, Palm Harbor, Florida 34684.

**ARTICLE III NATURE OF BUSINESS**

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The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

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The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock without par value.

**ARTICLE V. TERMS OF EXISTENCE**

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This Corporation shall have perpetual existence commencing upon these articles.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE  
AND ACCEPTANCE BY THE REGISTERED AGENT**

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The Registered Agent and the street address for the Initial Registered office of this Corporation in the State of Florida shall be: Christina K. Manasses at 2732 Penzance Street, Palm Harbor, Florida 34684. Directors from time to time may move the Registered Office to any other address in the State of Florida. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

*Christina K. Manasses*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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#### **ARTICLE VII. BOARD OF DIRECTOR(S)**

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This Corporation shall have one Director(s) initially. The number of Directors may be increased or decreased from time to time by bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLES VIII. INITIAL DIRECTOR(S)**

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The name(s) of the initial director(s) of this Corporation and their street address is Christina K. Manasses at 2732 Penzance Street, Palm Harbor, Florida 34684. The person(s) named initial director(s) shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

#### **ARTICLE IX. INCORPORATOR**

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The name and street address of the person signing these Articles of Incorporation as the Incorporator is Christina K. Manasses at 2732 Penzance Street, Palm Harbor, Florida 34684.

#### **ARTICLE X. AMENDMENT**

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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 the least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XI. PRE-EMPTIVE RIGHTS**

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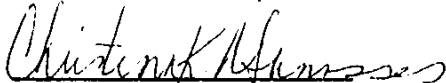
Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE XII. INDEMNIFICATION**

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This Corporation shall indemnify any officer or director or any former officer or director, to full extent permitted by law.

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 2nd day of September, 1997.

  
Incorporator

STATE OF FLORIDA :  
COUNTY OF PINELLAS:

BEFORE ME, a Notary Public, personally appeared Christina K. Manasses to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation on the 2nd Day of September, 1997.

  
Notary Public  
My Commission Expires:



LOUIS C. SCURTAS  
MY COMMISSION # CC464163 EXPIRES  
May 19, 1999  
BONDED THRU TROY RICH INSURANCE, INC.

FILED  
SECRETARY OF STATE  
CORPORATIONS  
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