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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SKIN ESSENTIALS, INC.

AUDIT NUMBER.....H97000018456

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/7/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1997

EMPIRE

SUBJECT: SKIN ESSENTIALS, INC.
REF: W97000025204

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
Document Specialist

FAX Aud. #: H97000018456
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

ARTICLE II.

ARTICLE III.

ARTICLE IV.

M McCLEARY
McCLEARY & McCLEARY, P.A.
7441 Northwest 4th Street
Plantation, Florida 33317-2204

(954) 587.5445

97000018456

ARTICLE V.

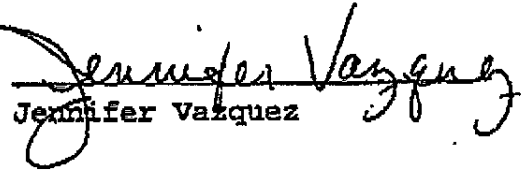
This corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VI.

The sole incorporator is Jennifer Vazquez of 444 Southwest 183rd Way, Pembroke Pines, Florida 33029.

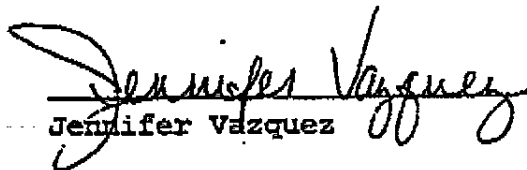
EXECUTION

Being the sole incorporator, I hereby execute these Articles of Incorporation.


Jennifer Vazquez

ACKNOWLEDGMENT

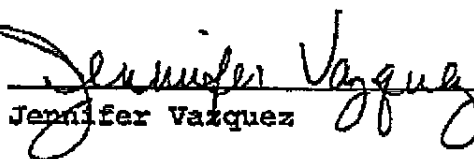
In witness whereof, I hereunto set me hand and seal this 5th day of November, 1997.


Jennifer Vazquez

1001 P.05
M7000018450

ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above stated corporation as specified in ARTICLE IV., I hereby agree to act in this capacity.


Jennifer Vazquez

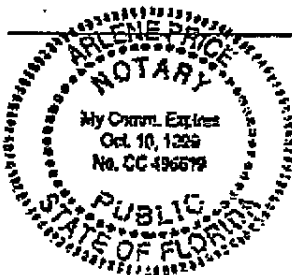
State of Florida)
County of Broward)

I hereby certify on this 5th day of November, 1997, personally appeared before the undersigned authority, Jennifer Vazquez to me well known and known to me to be the person who executed, acknowledged and accepted the designation in these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid on the above date.


Notary Public

My commission expires:



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