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TRANSMITTAL LETTER

| Department of State Division of Corporations P.O. Box 6327 Tallahassee, FI 32314 | | | | |
|--|---|-----------------|--------------------------------------|-----------------------------------|
| | | š | 300002347 -11/14/97 *****78.75 | 7253 -01046007 5 *****78.75 |
| SUBJECT: EUROPE | EAN SKIN | CARE | IK. | |
| (Propo | sed corporate name- n | nust include su | ffix) | <u>*</u> |
| Enclosed is an original and or \$70.00 \$\simegs \\$7 Filing Fee Filing & Cert | 8.75 - S1 Fee Filing | 22.50 | \$131.25 Filing Fee, | r: |
| | Add | itional Copy | Required | |
| FROM: | ROBERT J Name (printed) 1038 C Address | d or typed) | TR. CIR. FL. 33415 | SECRETAR 97 NOV 11 |
| | W. PALM | BEACH, | FL 33415 | |
| | City, State & | Zip | | I |

NOTE: Please provide the original and one copy of the articles.

Daytime Telephone Number

PG 11-17-97

ARTICLES OF INCORPORATION OF

EUROPEAN SKIN CARE INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article 1 CORPORATE NAME

The name of the Corporation shall be:

EUROPEAN SKIN CARE INC.

HURSION OF CORPORATION

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Article 2 NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

Article 3 PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

European Skin Care Inc. 2298-D S. Military Trail, Suite 24 West Palm Beach, Fl. 33415

Article 4 SHARES

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1000 shares of \$1.00 par common stock. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Article 5 PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

Article 6 INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the Initial Registered Agent is:

Robert Butcher 2298-D S. Military Trail, Suite 24 West Palm Beach, Fl. 33415 (561) 684 -4728

Article 7 INITIAL DIRECTORS and INCORPORATORS

The name and address of each member of the Initial Board of Directors and each incorporator to these Articles of Incorporation is:

Robert Butcher 1038 C Summit Trail Circle West Palm Beach, Fl. 33415

| The undersigned incorporator has executed these Articles | of | Incorporation | this |
|--|----|---------------|-------|
| thirteenth day of Fierenber, 1997. | ۵. | | |
| Robert Butcher | | | - |
| Incorporator FLPL. | | • | |
| Robert Butcher | | | |

STATE OF FLORIDA COUNTY OF PALM BEACH

BEFORE ME the undersigned authority, an officer duly qualified to administer oaths and take acknowledgments in the state aforesaid personally appeared Robert Butcher, to me known to be the Incorporator described in and who executed the same for the purposes therein expressed.

OFFICIAL NOTARY SEAL
DENISE PFLIEGER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC545481
MY COMMISSION EXP. APR. 4,2000

WITNESS my hand and seal Hovember 13, 1997.

Notary Polyment

My commission expires:

P.O. BOX 6327 TALLAHASSEE, FL 32314

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is: EUROPEAN SKIN CARE INC.
- The name and address of the registered agent and office is: Robert Butcher
 2298-D S. Military Trail, Suite 24

West Palm Beach, Fl. 33415

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert Butcher

(Date)

SECRETARY OF STATE

OF CORPORATION

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