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**79800005600**

LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

3320 S.W. 87th AVENUE  
Address

MIAMI, FLORIDA 33165 (305)552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

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98 JAN 16 PM 5:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SKIN FLIX INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_ 900002403989--4  
(Corporation Name) (Document #) -01/20/98-01002-040  
\*\*\*\*122.50 \*\*\*\*122.50

4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in     Pick up time 2.00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

Examiner's Initials	
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ARTICLES OF INCORPORATION

SKIN FLIX INC.

The undersigned subscriber to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the state of Florida.

ARTICLE 1 - CORPORATE NAME

The name of this corporation is :

SKIN FLIX INC.

ARTICLE 2 - DURATION

The corporation will exist perpetually unless dissolved according to Florida law.

ARTICLE 3 - PURPOSE

The corporation is organized for the purpose of engaging in any business activities permitted under the laws of the United States and the State of Florida.

ARTICLE 4 - CAPITAL STOCK

The corporation is authorized to issue 100 shares of TEN dollars par value Common Stock, which shall be designated "Common Shares".

ARTICLE 5 - INITIAL REGISTERED OFFICE & AGENT

The principal office or mailing address of the corporation is :

SKIN FLIX INC.  
1631 N.W 109 TERRACE  
PEMBROKE PINES, FLORIDA 33026

The name and address of the initial registered agent is :

RICHARD CALASCIBETT 1631 N.W 109 TERR PEMBROKE PINES, FL 33026

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never have less than one. The names and addresses of the initial board of directors are as follows :

RICHARD CALASCIBETT 1631 N.W 109 TERR PEMBROKE PINES, FL 33026

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ARTICLE 7 - INCORPORATORS

The names & addresses of the Incorporators signing these Articles of Incorporation are as follows :

RICHARD CALASCIBETT 1631 N.W 109 TERR PEMBROKE PINES, FL 33026

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14 day of JANUARY, 1998.

Richard Calascibett Seal

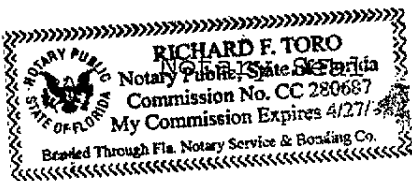
STATE OF FLORIDA,  
COUNTY OF DADE,

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared

RICHARD CALASCIBETT

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation and acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand & seal, in the State & County aforesaid, this 14 day of JANUARY, 1998.



Richard F. Toro  
Notary Public, State of Florida

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

SKIN FLIX INC.

Pursuant to Florida Statutes 48.091 & 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the state of Florida with its registered office as indicated in the Articles of Incorporation at 1631 N.W 109 TERRACE has named RICHARD CALASCIBETT located at the aforesaid address, as registered agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Richard Calascibett  
Registered Agent

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