

P98000007716

DATE: 01/22/98

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

FILED
98 JAN 23 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Atlantis Skin Care, Inc.
(Name of Corporation)

GENTLEMEN:

ENCLOSED HEREWITH ARE THE ARTICLES OF INCORPORATION TOGETHER
WITH A COPY OF SAID ARTICLES FOR Atlantis Skin Care, Inc.
(Name of Corporation)
AND OUR CHECK IN THE AMOUNT OF \$70.00

6000002410696--9
-01/23/98--01108--004
*****70.00 *****70.00

RESPECTFULLY SUBMITTED,

DEVIDA DePalma

(Individual's Name)

Atlantis Skin Care, Inc.

(Name of Corporation)

Done
1/24/98

98 JAN 23 AM 11:44
FILED
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATLANTIS SKIN CARE, INC.
A FLORIDA CORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

FIRST

The name of the corporation is: ATLANTIS SKIN CARE, INC.

SECOND

The private property of the stockholders shall not be subject to payment of the corporate debts in any event. In addition, this corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

THIRD

The purpose of the corporation is: THE CORPORATION MAY ENGAGE IN ANY BUSINESS OR ACTIVITY PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

FOURTH

The aggregate number of authorized shares is: The Corporation is authorized to issue One Hundred Shares (200) of One Dollar (\$1.00) par value Common Stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIFTH

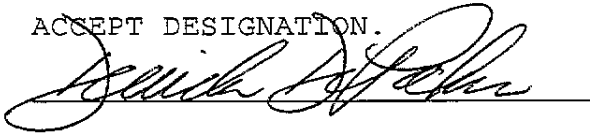
The corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

SIXTH

Cumulative voting of shares of stock "are" authorized.

SEVENTH

The address of the initial registered office of the corporation is: 706 NE 2ND. ST. UNIT # 6, FT. LAUDERDALE, FL. 33301 and the name of its initial registered agent at such address is: DEVIDA DePALMA. BY MY SIGNATURE BELOW, I ACCEPT DESIGNATION.

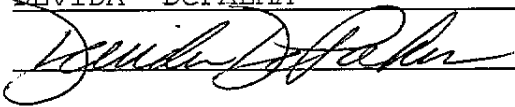
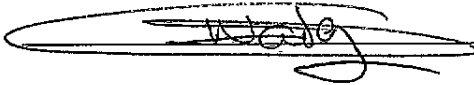


EIGHTH

Address of the principal place of business is:
706 N.E. 2ND. ST. UNIT # 6, FORT LAUDERDALE, FL, 33301


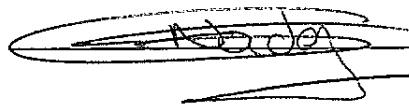
NINTH

The number of directors constituting the initial board of directors of the corporation is 2, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
DEVIDA DePALMA	706 NE 2ND. ST. UNIT # 6
	FORT LAUDERDALE, FL 33301
NADER JAOUHAR	706 NE 2ND. ST. UNIT # 6
	FORT LAUDERDALE, FL 33301

TENTH

The name and address of each incorporator is:

Name	Address
DEVIDA DePALMA	706 NE 2ND. ST. UNIT # 6
	FORT LAUDERDALE, FL 33301
NADER JAOUHAR	706 NE 2ND. ST. UNIT # 6
	FORT LAUDERDALE, FL 33301

Date: JANUARY 22, 1998