

The Law Office of

*Jeffrey Evan Cosnow, Chartered*

Jeffrey E. Cosnow  
Attorney at Law

P980000035384

April 14, 1998

Department of State  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32301

400002430534- -7  
-04/16/98--01052--002  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: Skin Perfections, Inc.**

Dear Sir or Madam:

Enclosed please an original and one copy of Articles of Incorporation and the original and one copy of a Certificate Designating Registered Agent, Naming Agent Upon Whom Process may be Served and Acceptance of Agent Upon Whom Process May be Served for the above-named corporation.

Further enclosed please find a check in the amount of \$122.50, which represents the following fees:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me in the enclosed, self addressed envelope.

Thank you for your cooperation and assistance in this matter. If you have any questions or if you need additional information, please don't hesitate to give me a call.

Sincerely,



Temple P. Hiatt  
Legal Assistant

Enclosures

FILED  
98 APR 16 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
SKIN PERFECTIONS, INC**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation is Skin Perfections, Inc.

**ARTICLE TWO  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE  
PURPOSE**

This corporation is organized for the purpose of marketing and development of skin care products and for all lawful purposes for which a corporation may be incorporated under the Florida Business Corporation Act, Chapter 607.

**ARTICLE FOUR  
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 100 shares of no par value common stock.

**ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

**FILED**  
98 APR 16 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE SIX**  
**STOCK TRANSFER RESTRICTIONS**

No transfer of stock shall be valid, until ten days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During such ten days, the corporation shall have the option to buy at the price set by seller any shares of outstanding stock, before its owner or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares, or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option, for an additional ten days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. In the event a dispute exists between the shareholders and the corporation in regards to the fair market value of the shares, the fair market value will be determined by binding arbitration. In no event may the shares be sold to a third party without the written consent of the Board of Directors. However, the Board of Directors may not unreasonably refuse to allow the sale of shares to a third party.

**ARTICLE SEVEN**  
**TRANSFER EXCEPTIONS**

Notwithstanding anything herein to the contrary, any shareholder may at any time during such shareholder's lifetime transfer any of such shareholder's share in the company to his or her spouse, father or mother, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of such minor children) or to the trustee or trustees under any trust created during his or her lifetime for the benefit of the shareholder, his or her spouse, father or mother, or children. However, the

spouse, father, mother, children or trustee shall agree in writing prior to such transfer to become a party to and be bound by all the terms and conditions of the agreement which provides for the corporation's option to purchase shares before sale to other stockholders or third persons, just as if they were original parties to such agreement.

**ARTICLE EIGHT  
REGISTERED OFFICE-PRINCIPAL PLACE OF BUSINESS**

The street address of the initial registered office, and principal place of business of the corporation is 626 Marsh Landing Parkway, Suite 161, Jacksonville, Beach, FL 32250.  
The name of the initial registered agent is Jeffrey E. Cosnow whose address is 3450 East Lake Road, Palm Harbor, FL 34685.

**ARTICLE NINE  
DIRECTORS**

The initial board of directors of the corporation shall consists of one member. The name and address of the first board of directors are:

<u>Name</u>	<u>Address</u>
Jo Ann Benoit	626 Marsh Landing Parkway Suite 161 Jacksonville Beach, FL 32250

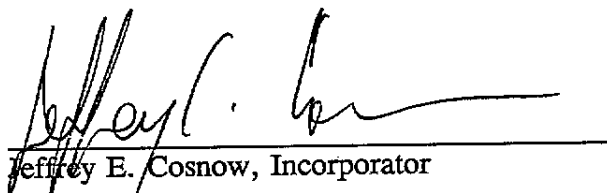
**ARTICLE TEN  
INCORPORATOR**

Jeffrey E. Cosnow	3450 East Lake Road Palm Harbor, FL 34685
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**ARTICLE ELEVEN  
OFFICERS**

The name, address, and title of the first officers are:

<u>Name</u>	<u>Address</u>
Jo Ann Benoit President	626 Marsh Landing Parkway Suite 161 Jacksonville Beach, FL 32250


  
Jeffrey E. Cosnow, Incorporator

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

On this 14th day of April 1998, before me, the undersigned officer, personally appeared Jeffrey E. Cosnow who produced Florida Driver's License Number C 250-425-43-328-0 as identification, and whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes contained therein.



TEMPLE P HIATT  
My Commission CC521928  
Expires Jan. 02, 2000

  
Temple P. Hiatt Notary Public  
My Commission Expires:

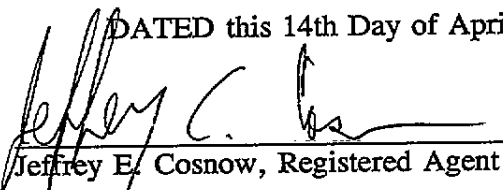
To: The Department of State  
Tallahassee, Florida 32304

Certificate Designating Place of Business or Domicile For the Service of Process Within  
Florida, Naming Agent Upon Whom Process May be Served.

In compliance with Section 607.0501 of the Florida Business Corporation Act, the  
following is submitted:

Skin Perfections, Inc. with its place of business at 626 Marsh Landing Parkway,  
Jacksonville, FL 32250 has named Jeffrey E. Cosnow, 3450 East Lake Road, Palm Harbor,  
FL 34685 as its agent to accept service of process within Florida.

DATED this 14th Day of April, 1998.

  
Jeffrey E. Cosnow, Registered Agent


STATE OF FLORIDA  
COUNTY OF PINELLAS

FILED  
98 APR 16 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I certify that on this date before me, an officer duly authorized in the state and county  
named above to take acknowledgments, personally appeared Jeffrey E. Cosnow as incorporator  
of Skin Perfections, Inc. a corporation organized under the laws of Florida. He acknowledged  
before me that he executed the foregoing instrument as incorporator in the name and on behalf  
of the corporation. He produced Florida Driver's License Number C 250-425-43-328-0 as  
identification. Dated this 14th Day of April, 1998.

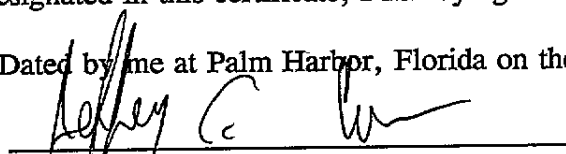


TEMPLE P HIATT  
My Commission CC521928  
Expires Jan. 02, 2000

  
Printed Name of Notary Temple P. Hiatt  
Notary Public/Commission Expires

Having been named to accept service of process for the above-stated corporation, at the  
place designated in this certificate, I hereby agree to act in this capacity.

Dated by me at Palm Harbor, Florida on the 14th day of April 1998.

  
Jeffrey E. Cosnow