

P98000056362

6/24/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:40 AM

((H98000011715 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: SKINTONES COSMETICS INTERNATIONAL INC.

AUDIT NUMBER.....H98000011715

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

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

EFFECTIVE DATE

6-23-98

FILED

98 JUN 24 AM 11:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

bm 6/24/98

H98000011715

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
SkinTones Cosmetics International Inc.

EFFECTIVE DATE

10-23-98

Article II. Address

The mailing address of the Corporation is:
SkinTones Cosmetics International Inc.
2000 PGA Boulevard
Suite 2100
North Palm Beach FL 33408

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Tari Rinder

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

H98000011715

Copyright © 1993-1998 CC

FILED

98 JUN 24 AM 11:18

SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000011715

Article V. Capital Stock

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value \$.01 per share. In addition, the Corporation shall have the authority to issue 2,000,000 shares of preferred stock, par value \$.01 per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.

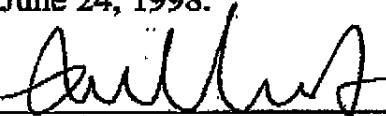
Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 23, 1998.

The undersigned incorporator executed these Articles of Incorporation on June 24, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

H98000011715

Copyright © 1993-1998 CC

H98000011715

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

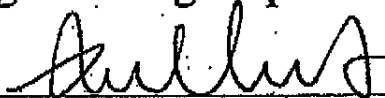
CORPORATION:

SkinTones Cosmetics International Inc.

REGISTERED AGENT/OFFICE:

**Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**CORPORATE CREATIONS ENTERPRISES INC.
Luis A. Uriarte, Vice President**

Date: June 24, 1998.

**Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686**

H98000011715

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 JUN 24 AM 11:18

FILED

Copyright © 1993-1998 CC