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TO:
Division of Corporations
Fax Number : (850) 922-4001

FROM:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MILY'S SKIN CARE, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF

MILY'S SKIN CARE, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: MILY'S SKIN CARE INC.

The principal place of business of this corporation shall be:

712 NW 33 AVE. MIAMI, FL. 33125

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

50 SHARES No PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

MILAGROS RODRIGUEZ
5005 Collins Ave. Apto. 1424
Miami Beach, FL. 33140

Prepared by: Cuban American CPA.
3309 N.W. 7St
Miami, Fl 33125
305-649-1154

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TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

. MILAGROS RODRIGUEZ - 50 Shares, No Par Value

5005 Collins Ave. Apto. 1424

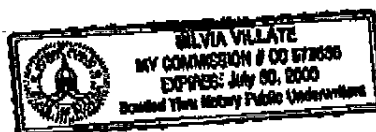
Miami Beach, FL 33140

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 9-10 day of , 1998.

Signature(s) of Incorporator(s)

Milagros Rodriguez
MILAGROS RODRIGUEZ

Silvia Villate



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: MILY'S SKIN CARE INC.

2. The name and address of the registered agent and office is:

Milagros Rodriguez
712 NW 33 Ave.

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33125

(CITY/STATE/ZIP)

SIGNATURE

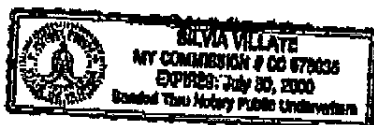
Milagros Rodriguez

TITLE

PRESIDENT

DATE

9-10-98



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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.



SIGNATURE

Milagros Rodriguez

DATE

9-10-98

Silvia Villate