

P980000094490

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bella tocca Skin Care
Inc.

700002682547--4

-11/09/98--01002--003

*****70.00 *****70.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV -6 AM 7:50

RECEIVED

98 NOV -6 PM 3:21

Signature

Requested by:

Name

Date

Time

11/6

3:10

ARTICLES OF INCORPORATION
OF
BELLATOCCA SKIN CARE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -6 AM 7:50

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **BELLATOCCA SKIN CARE, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **P.O. Box 6241, Key West, FL 33041-6241.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Richard M. Klitenick, Esq., Browning, Sireci, Guller, & Klitenick, P.A., 402 Appelrouth Lane, Key West, FL 33040.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.**

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Michael J. Miarecki, 1218 Varela Street, Key West, FL 33040.

Thomas Haupt, 93 Duck Pond Drive North, Wantagh, NY 11793.

The undersigned has executed these Articles of Incorporation this 6th day of November 1998.

"Capital Connection, Inc. by Chris Grunewald, Client Representative"

Chris Grunewald

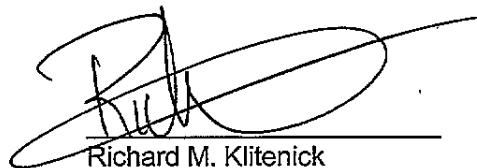
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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 is: BELLATOCCA SKIN CARE, INC.
2. The name and street address of the registered agent and office is:

Richard M. Klitenick, Esq.
Browning, Sireci, Guller & Klitenick , P.A.
402 Appelrouth Lane
Key West, Florida 33040

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Richard M. Klitenick