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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

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NAME: BERT'S BODY SKIN CARE, INC.

AUDIT NUMBER.....H98000021316

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BERT'S BODY & SKIN CARE, INC.

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: BERT'S BODY & SKIN CARE, INC.

ARTICLE II

CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE III

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By:

JOSEPH R. COLLETTI, ESQUIRE  
3550 Biscayne Boulevard, Suite 610  
Miami, Florida 33137  
(305) 576-2600  
FLORIDA BAR NO: 216194

-1- H98000021316

JOSEPH R. COLLETTI

H98000021316

ARTICLE V

INITIAL REGISTERED AGENT & OFFICE

The Registered Agent of this corporation is JOSEPH R. COLLETTI and the initial registered office, which is the same office as that of the Registered Agent, is 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137. The management may from time to time move the registered office to any other address in Florida.

ARTICLE VI

INITIAL PRINCIPAL OFFICE MAILING ADDRESS

The initial principal office mailing address of this corporation is 8300 Sands Point Boulevard, Suite K-308, Tamarac, Florida 33321. The management may from time to time move the principal office and/or mailing address to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have a minimum of one director and a maximum of three directors, and the names and addresses of the initial Board of Directors, consisting of two members are:

HUMBERTO CUZA

8300 Sands Point Boulevard  
Unit K-308  
Tamarac, FL 33321

DULCE MARIA CUZA

8300 Sands Point Boulevard  
Unit K-308  
Tamarac, FL 33321

ARTICLE VIII

OFFICERS

The names and post office addresses of the officers of this corporation are:

H98000021316

JOSEPH R. COLLETTI

H98000021316

HUMBERTO CUZA, President

8300 Sands Point Boulevard  
Unit K-308  
Tamarac, FL 33321

DULCE MARIA CUZA,  
Secretary / Treasurer

8300 Sands Point Boulevard  
Unit K-308  
Tamarac, FL 33321

**ARTICLE IX**

**INCORPORATOR**

The name and address of the subscriber and incorporator to these Articles of Incorporation is:

JOSEPH R. COLLETTI  
3550 Biscayne Boulevard  
Suite 610  
Miami, Florida 33137

**ARTICLE X**

**ELECTION BY A SMALL BUSINESS CORPORATION**

This corporation reserves the right to elect to qualify as a "small business corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of November, 1998.

  
JOSEPH R. COLLETTI  
Incorporator

STATE OF FLORIDA )

SS

COUNTY OF MIAMI-DADE )

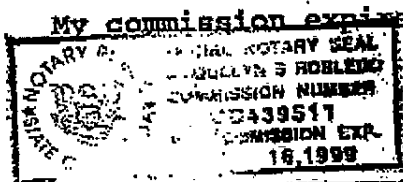
I HEREBY CERTIFY that on this 16th day of November, 1998, before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared JOSEPH R. COLLETTI to me well known to be the person described as Incorporator, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation, and the facts therein are truly set forth:

-3- H98000021316

H98000021316

WITNESS my hand and official seal at Miami, Dade County, Florida, the year and day aforesaid.

*[Signature]*  
NOTARY PUBLIC, STATE OF FLORIDA



Identification Produced: \_\_\_\_\_  
Personally known XX

**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 48.091, Florida Statutes, the following is submitted:

FIRST: That BERT'S BODY & SKIN CARE, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 8300 Sands Point Boulevard, Unit K-308, Tamarac, Florida 33321, has named JOSEPH R. COLLETTI, of 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137, as its agent to accept service of process within Florida.

*[Signature]*  
JOSEPH R. COLLETTI,  
Incorporator

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.

*[Signature]*  
Registered Agent

DATED: November 16, 1998

H98000021316

JOSEPH R. COLLETTI