

WBB

Law Office of
Warren B. Brams, P.A.

P980001032607

Warren B. Brams, Esq.
Patricia D. Harris, Esq. of Counsel

FILED

98 DEC 10 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 9, 1998

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

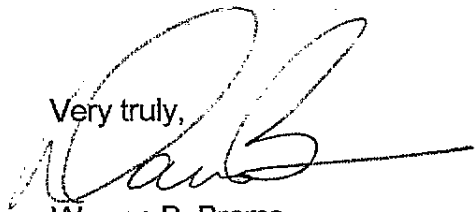
RE: X COSMECEUTICALS, INC.

Dear Sirs:

Enclosed please find Articles of Incorporation of X COSMECEUTICALS, INC. Also, enclosed is my law firm check in the amount of \$78.75 representing payment of the filing fee for the corporation.

Please return the stamped filed Articles in the enclosed envelope. If you have any questions, please do not hesitate to contact me.

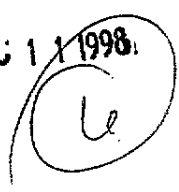
Very truly,



Warren B. Brams
WBB/slg
Enclosures

P. Harris

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of
X COSMECEUTICALS, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: X COSMECEUTICALS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME :C/O THE REGISTERED AGENT, AGNES HERON

ADDRESS: 103 West Palm Avenue

CITY : Lake Worth, FL 33467

The name and street address of the Initial Registered Agent of this Corporation is:

NAME :AGNES HERON

ADDRESS:103 WEST PALM AVENUE

CITY :LAKE WORTH,FL 33467

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE(3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

1. NAME :AGNES HERON

ADDRESS:103 WEST PALM AVENUE

CITY :LAKE WORTH, FL 33467

2. NAME :ELIZABETH GABLEHOUSE

ADDRESS:2510 CHAMBERLANE DR

CITY :TALLAHASSEE FL 32312

3. NAME :PHILLIP BRIGGS

ADDRESS:2 ELM CREEK DR. #407

CITY :ELMHURST IL 60126

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME :AGNES HERON

ADDRESS:103 WEST PALM AVENUE

CITY :LAKE WORTH FL 33467

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 9 day of December, 1998.

(Seal)

Agnes Heron

STATE OF FLORIDA

COUNTY OF PALM BEACH

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

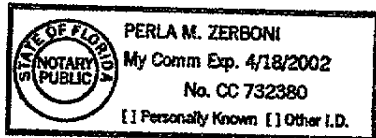
Agnes Heron
Signature

Fl. Driver's License H650-000-40-912-
Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that she executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as

indicated opposite each name, and that an oath (was) (was not) taken.

Witness my
hand and official seal in the County and State last aforesaid this
9th day of December, 1998



Perla M. Zerboni
Notary Public State of Florida
at Large

My Commission Expires: 4/18/2002.

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED

98 DEC 10 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X COSMECEUTICALS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

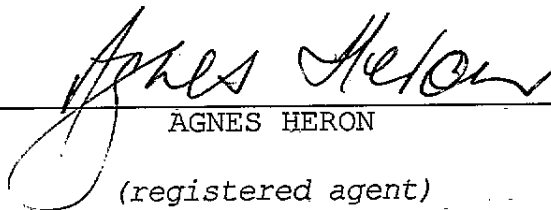
at 103 West Palm Ave. Lake Worth FL 33467.

has named AGNES HERON

located at 103 WEST PALM AVENUE, LAKE WORTH, FL 33467, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


AGNES HERON
(registered agent)