

P98000106727

**CAPITAL CONNECTION, INC.**

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

Genco Holdings of  
Sarasota, Inc

100002717161--9  
-12/21/98--01021--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
98 DEC 21 AM 10:34  
DIVISION OF CORPORATION

- 98 DEC 24 AM 10:57  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION
- ☒ 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 \_\_\_\_\_
  - ☐ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

DEC 24 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 21, 1998

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: GEMCO HOLDINGS OF SARASOTA, INC.  
Ref. Number: W98000028501

We have received your document for GEMCO HOLDINGS OF SARASOTA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 298A00059810

**ARTICLES OF INCORPORATION  
OF  
GEMCO HOLDINGS OF SARASOTA, INC.**

**ARTICLE I  
NAME**

The name of this Corporation is GEMCO HOLDINGS OF SARASOTA, INC.

**ARTICLE II  
TERM OF EXISTENCE**

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

**ARTICLE III  
NATURE OF BUSINESS**

(Eventually will be holding company of Dermal Products, Inc.)

This Corporation is organized for the following purposes:

- (a) Manufacture and distribution of skin and hair products.
- (b) To engage in any and all lawful business.

**ARTICLE IV  
POWERS**

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

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(f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.

(g) To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

(j) To conduct its business, carry on its operations and have officers and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

**ARTICLE V**  
**Principal Office and Mailing Address**

The principal office address of this Corporation shall be:

P.O. Box 2234  
Sarasota, Florida 34230

and the mailing address shall be:

P.O. Box 2234  
Sarasota, Florida 34230

**ARTICLE VI**  
**Capital Stock**

This Corporation is authorized to issue one thousand (1,000) shares of common stock.

**ARTICLE VII**  
**Initial Registered Office and Agent**

The street address of the initial Registered Office of this Corporation is:

889 N. Washington Blvd.  
Sarasota, Florida 34236

and the name of the initial Registered Agent of this Corporation at that address is:

Robert M. Pretschner

**ARTICLE VIII**  
**Directors**

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) Directors and no more than five (5) Directors. The names and addresses of the initial Directors of this Corporation who shall serve until her successors are duly elected and qualified are:

Marino Benvenuto  
P.O. Box 2234  
Sarasota, Florida 34230

**ARTICLE IX**  
**Subscriber**

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

Marino Benvenuto

**ARTICLE X**  
**Special Provisions**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

**ARTICLE XI**  
**Indemnification**

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

**ARTICLE XII**  
**Removal of Directors**

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

**ARTICLE XIII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.


*TORONTO, ONTARIO*  
**WITNESS** my hand and seal at ~~Sarasota, Florida~~, this 15 day of December, 1998.

  
Marino Benvenuto

*Province of ONTARIO*  
STATE OF FLORIDA )

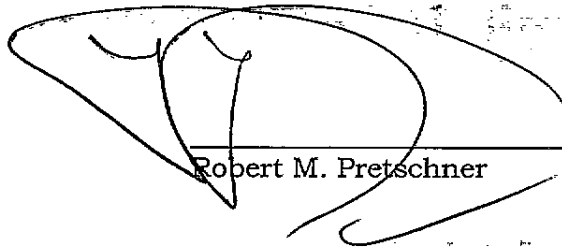
COUNTY OF *YORK* )

The foregoing instrument was acknowledged before me this 15 day of December, 1998 by Maria Benvenuto who are personally known to me <sup>AND</sup> or who has produced ONTARIO ID/L# 32597-57904-90202 as identification.

  
Notary Public Signature  
Printed Name LEONARD NAYMARK  
My Commission Expires: LIFE

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.



Robert M. Pretschner

RMP/pz  
#98-4101

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TALLAHASSEE, FLORIDA