



ACCOUNT NO. : 072100000032

REFERENCE : 087387 7173366

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : January 4, 1999

ORDER TIME : 1:39 PM

ORDER NO. : 087387-005

CUSTOMER NO: 7173366

CUSTOMER: Mr. Aubrey T. Felton
MR. AUBREY T. FELTON
MR. AUBREY T. FELTON
8207-b Thames Blvd

Boca Raton, FL 33433

DOMESTIC FILING

NAME: SOUTH BEACH SKIN SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

g 1/6/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 12:29

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99 JAN -5 PM 4:07
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 12:29

ARTICLES OF INCORPORATION
OF
SOUTH BEACH SKIN SYSTEMS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOUTH BEACH SKIN SYSTEMS, INC.

The address of the principal office of this corporation shall be 8207-B Thames Boulevard, Boca Raton, Florida 33433, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Aubrey T. Felton
Dir.

8207-B Thames Blvd
Boca Raton, FL 33433

Debbie L. Dickey
Dir.

Same

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ARTICLE VII. INCORPORATOR

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

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on January 5, 1999.

Karen B. Rozar

Its Incorporator, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Karen B. Rozar
Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

JCM/ANGIE GLISAR