

P99000035564

PHYTO DERMA, INC.

TEL. 954-630-9003 FAX. 954-630-9042

Wednesday, April 14, 1999

FILING SECTION

Bureau of Corporate Records
Division of Corporations
Florida Department of State
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

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Dear Filing Section:

Enclosed herein are two copies of our Articles of Incorporation for filing to incorporate as a Florida for-profit corporation.

Please make the effective date for this corporation April 16, 1999.

Also enclosed is my check number 0833 in the amount of \$96.25, including:

\$78.75 the incorporation fee
(including a certified copy of the articles to be returned to me); and
\$ 8.75 for a Corporate certificate
\$ 8.75 for an additional copy of the Corporate certificate.

Please return the certified Articles of Incorporation and the Corporate certificates in the **Federal Express Letter** supplied herein.

Thank you for your assistance in this matter. If you have any questions please call my assistant, Linda Christi at TEL. 1-888-715-8008, or page her at PGR. 1-888-929-8008.

Sincerely,

Raoul Andrews Sudre

Raoul Andrews Sudre
President

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99 APR 16 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2990 N FEDERAL HIGHWAY, FORT LAUDERDALE, FL USA 33306

TEL. 1-888-715-8008

PGR. 1-888-929-8008

Rmc
4/16/99

**ARTICLES OF INCORPORATION
OF
PHYTO DERMA, INC.**

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 shall be Phyto Derma, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:
2990 N Federal Highway, Fort Lauderdale, FL 33306.

ARTICLE III: SHARES

The aggregate numbers of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV: PURPOSE

The purpose of Phyto Derma, Inc., shall be to create and distribute Phyto Derma products and to provide training in the use of those products. Additionally, the Corporation may engage in and transact any or all lawful activities or business allowed under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:
Mr. Raoul Andrews Sudre, 2990 North Federal Highway, Fort Lauderdale, FL 33306.

ARTICLE VII: EFFECTIVE DATE

This corporation is incorporated effective April 16, 1999.

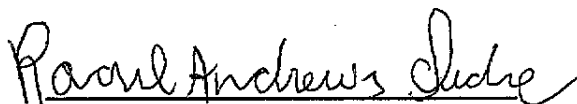
ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:
Mr. Raoul Andrews Sudre, President
Phyto Derma, Inc., 2990 North Federal Highway, Fort Lauderdale, FL 33306.

The Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1).

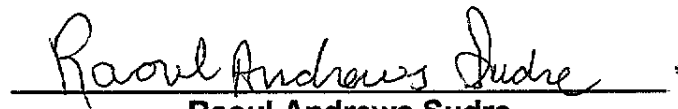
The name and address of the initial Director and President is: Raoul Andrews Sudre,
Address: 2990 North Federal Highway, Fort Lauderdale, FL 33306.

The undersigned has executed these Articles of Incorporation this
15th day of April, 1999.


Raoul Andrews Sudre, Incorporator

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99 APR 16 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned has executed these Articles of Incorporation
this 16th day of April, 1999.

 *

Raoul Andrews Sudre
Registered Agent
PHYTO DERMA, INC.

* By signing above,
I hereby accept the designation as Registered Agent
for this corporation.