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TRANSMITTAL LETTER

'99 APR 26 PM 12 54

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

SUBJECT: Face to Face Skin Care, Incorporated.

700002862567
-05/04/99--01099--001
*****87.50 *****43.75
87.50

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50 (Filing Fee, Certified Copy and Certificate).

FROM: Gwen Fowlkes
498 NW 165th Street
Suite D308
Miami, FL 33169

FILED
99 MAY -4 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHARON

MAY 10 1999

ARTICLES OF INCORPORATION
OF
FACE TO FACE SKIN CARE, INCORPORATED.

FILED
99 MAY -4 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this corporation shall be Face To Face Skin Care, Incorporated.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV PRINCIPAL OFFICE

The principal office and mailing address of this business is:

163 Street Executive Center
16300 NE 19th Avenue,
Suite 110
North Miami Beach, FL 33162

The location of this business is:

163 Street Executive Center
16300 NE 19th Avenue,
Suite 110
North Miami Beach, FL 33162

ARTICLE V SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares at \$1.00 par value common stock. Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

GWEN FOWLKES.....100 Shares

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Gwen Fowlkes
498 NW 165th Street
Suite D308
Miami, FL 33169

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time but shall never be less than one. The name and address of the initial director of this corporation is:

Gwen Fowlkes
498 NW 165th Street
Suite D308
Miami, FL 33169

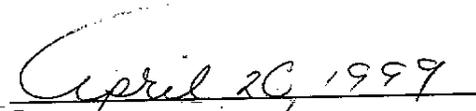
ARTICLE VIII INCORPORATOR

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

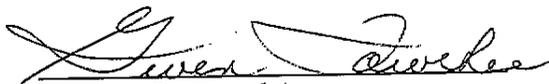
Gwen Fowlkes
498 NW 165th Street
Suite D308
Miami, FL 33169

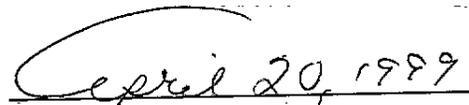
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TALLAHASSEE, FLORIDA


Signature/Incorporator


Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent


Date