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To:

Division of Corporations

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Fran:

ADCOURT Name : EMPTRE CORPORATE KTT COMBANY
ACCOUNT Number = 072450003255
Phone : (305)541-3604
F2X Number : (305)541 3770

BASIC AMENDMENT

BLACK SKIN CARE, INC.

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ARTICLES OF AMENDMENT OF BLACK SKIN CARE, INC.

The undersigned hereby files these Articles of Amendment and states as follows:

- 1. The name of the corporation is Black Skin Care, Inc.
- 2. The date of incorporation of the corporation is June 14, 1999 and the document number is P99000053483.
- 3. Article I is hereby deleted in its entirety and replaced with the following:

The name of the corporation is "Dr. Thrower's Skin Care, Inc."

- 4. The amendments contained in these Articles of Amendment were approved on June 18, 1999.
- 5. The sole incorporator of the corporation approved the amendment contained in these Articles of Amendment and no shareholder approval was necessary as the shares had not been issued.

The undersigned has executed the Articles of Incorporation as of the 18th day of June,

1999.

Cheryl Julian Kaufman, President of Cheryl

Julien Kaufman, P.A., Incorporator

49900012004

Prepared by: Cheryl Julien Kaufman, P.A. 2301 Sunset Drive Miami Beach, FL 33140 (305) 538-5380 FL Bar No. 623679