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1927-1981

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X BOARD CERTIFIED REAL ESTATE LAWYER

PLEASE REPLY TO:

Hollywood

FILE NO.:

ZZZX-0004

July 21, 1999

VIA FEDERAL EXPRESS


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-07/22/99-01053-016
122.50 **78.75

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32309

Re: HOLISTIC DERMACEUTICALS, INC.

Enclosed are the original and one (1) copy of the Articles of Incorporation for Holistic Dermaceuticals, Inc., together with a check in the amount of \$122.50. Please file the Articles of Incorporation and return a certified copy to me as soon as the filing as been accomplished.

Sincerely yours,



LAURENCE I. BLAIR
LIB/ks/372692
enclosures

FILED
99 JUL 22 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
HOLISTIC DERMACEUTICALS, INC.**

FILED
99 JUL 22 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator of these Articles of Incorporation, natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be HOLISTIC DERMACEUTICALS, INC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the initial principal office of the corporation shall be 5151 Collins Avenue, Suite 1719, Miami Beach, Florida 33140.

**ARTICLE III
NATURE OF BUSINESS**

The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this corporation shall be: LAURENCE I. BLAIR, ABRAMS ANTON P.A., 2021 Tyler Street, Hollywood, Florida 33022.

ARTICLE VII
DIRECTOR

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).

ARTICLE VIII
INITIAL DIRECTOR

The name and address of the initial director who shall hold office for the first year of existence of the corporation or until their successor have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
SAULIUS A. ALKAITIS	5151 Collins Avenue Suite 1719 Miami Beach, Florida 33140

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SAULIUS A. ALKAITIS	5151 Collins Avenue Suite 1719 Miami Beach, Florida 33140

ARTICLE X
INDEMNIFICATION

To the fullest extent permitted by Florida law, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a part to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such a person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by Florida law the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or

advance expenses to, any such person. No person falling within the purview of this subparagraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI **PREEMPTIVE RIGHTS**

The corporation provides each of its shareholders with all preemptive rights provided by Florida law.

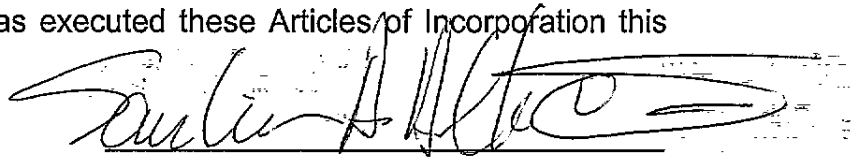
ARTICLE XII **EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon approval by the Secretary of State of Florida.

ARTICLE XIII **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

21 The undersigned incorporator has executed these Articles of Incorporation this day of July, 1999.


SAULIUS A. ALKAITIS

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for HOLISTIC DERMACEUTICALS, INC. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: July 21, 1999.



LAURENCE I. BLAIR

LIB/ks
372680

FILED
99 JUL 22 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA