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WHEELER AND ASSOCIATES, INC.

2265 Lee Road, Suite 117
Winter Park, Florida 32779

Voice Phone (407)628-0648
Fax (407) 628-0646

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-08/02/99-01093-008
*****70.00 *****70.00

July 26, 1999

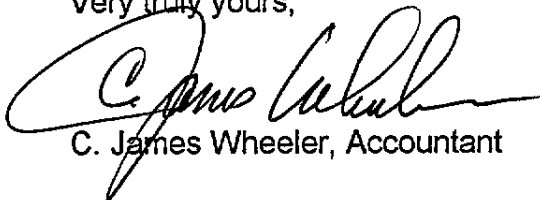
Secretary of State
State of Florida
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Gerards Skin Care, Inc.

Enclosed please find Articles of Incorporation for the above new corporation. Additionally enclosed please find my check for \$70.00. Please process this application in the usual way. Thanking you in advance for your assistance.

Very truly yours,


C. James Wheeler, Accountant

F. CHESTER AUG 9 1999.

**ARTICLES OF INCORPORATION
OF
GERARDS SKIN CARE, INC.**

**ARTICLE I
NAME**

The name of this corporation is **Gerards Skin Care, Inc.**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue Seventy Five Hundred (7,500) shares of One Hundred Dollars (\$1.00) par value common stock which shall be designated as the "Common Shares".

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS; INITIAL REGISTERED OFFICE
AND AGENT

The street address of the principal place of business of the corporation is **965 Helmsley Court #203. Lake Mary, Florida 32746** with a mailing address of **965 Helmsley Court #203. Lake Mary, Florida 32746**. The initial registered office of this corporation is **965 Helmsley Court #203 Lake Mary, Florida 32746**, and the name of the initial registered agent of this corporation at that address is **Kathryne Olsen**.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors consisting of two (2) Directors. The number of Directors may be either increased or decreased from time to time by the by-laws. However, there shall never be less than one (1) Director nor more than five (5) Directors. The name and address of the members of the initial Board of Directors of the corporation are:

| <u>Names</u> | <u>Addresses</u> |
|----------------------------|---|
| Kathryne Olsen | 965 Helmsley Court #203 Lake Mary, Florida 32746 |
| Gerard A. Nicholson | 963 Helmsley Court #107 Lake Mary, Florida 32746 |

ARTICLE VIII
INCORPORATORS

The name and address of the Incorporator signing these Articles is **Gerards Skin Care, Inc.**, whose address is **965 Helmsley Court #203 Lake Mary, Florida 32746**.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the corporation to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 26th of July, 1999.

STATE OF FLORIDA)

COUNTY OF ~~ORANGE~~ ^{Seminole})

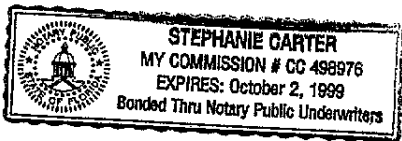
SS.:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal in the
State and County above, this 29th Day of July 1999.

Stephanie Carter

Notary Public at Large, State of Florida



10/2/99

Date Expires

(Seal)

Personally appeared Kathryne Olsen.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with section 48.091 and 607.034, Florida statues, the following is submitted:

That **Gerards Skin Care, Inc.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at **965 Helmsley Court #203, Lake Mary, Florida 32746** and, has named, **Kathryne Olsen**, as its agent to accept service of process within the State of Florida.

DATED this 26th day of July, 1999.

Kathryne Olsen

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TALLAHASSEE, FLORIDA

Having been named the agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Kathryne Olsen, as Registered Agent