

P99000075079

FILED
99 AUG 23 PM 6:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE FL 32314

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-08/09/99-01058-014
****122.50 *****78.75

FILE NUMBER: W99000018899

PLEASE BE NOTIFIED THAT THESE ARTICLES OF INCORPORATION WERE PRESENTED WITH THE NAME OF PAMELA'S SKINCARE CORP., AND WERE REJECTED BECAUSE THE NAME WAS ALREADY TAKEN.

WE ARE FILING AGAIN WITH THE NAME OF PAMELA'S SKINCARE OF MIAMI CORP. PLEASE USE THE CHECK YOU HAVE AND USED WITH THIS FILING.

WE ARE NOT INCLUDING THE LETTER YOU SEND WITH THE REJECTION BECAUSE IT WAS SEND TO THE WRONG ADDRESS AS YOU INFORM US BY PHONE.

THANKS FOR YOUR PROMPT RESPONSE.

GRANDE ACCOUNTING SERVICES
876 N.W. 106 AVENUE
MIAMI FL 33172
PHONE: 305-554-4524
FAX : 305-470-8836

789,2545,2551,2550
W99-18899



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 16, 1999

GRANDE ACCOUNTING SERVICES
876 N.W. 196TH AVENUE
MIAMI, FL 33172

SUBJECT: PAMELA'S SKINCARE CORP
Ref. Number: W99000018899

We have received your document for PAMELA'S SKINCARE CORP and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 899A00041157

ARTICLES OF INCORPORATION
OF
PAMELA'S SKINCARE OF MIAMI CORP

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is PAMELA'S SKINCARE OF MIAMI CORP, and the mailing address is: 9140 Fontainebleau Blvd. Suite 401, Miami, Fl. 33172.

ARTICLE II

NATURE OF BUSINESS

This corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purpose or the attainment of any or all of the objects thereinbefore enumerated or incidental to the purposes and power herein named for the enhancement of the value of the property of the corporation or which at any time appear conducive there to or expedient.

ARTICLE III

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date in which corporate existence shall begin is the date on which these articles of incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares"

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9140 Fontainebleau Blvd. Suite 401, Miami Fl. 33172, and the initial registered agent of this corporation is Ms. Pamela D. Vicknair.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this corporation are:

Pamela D Vicknair

9140 Fontainebleau Blvd Ste.401
Miami Fl 33172

ARTICLE VII

OFFICERS

The officers of the Corporation shall be as follows:

Pamela D Vicknair

PRESIDENT/SECRETARY

ARTICLE VIII

AMENDMENTS AND BY-LAWS TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

ARTICLE X

DIVIDENDS

Dividends payable in shares of any class may be paid to holders of shares of any other class.

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees or agents or former Directors, Officers, employees or agents or any persons who may have served at its request as a Director, Officer, employee or agent or another corporation, partnership, joint venture, trust or any other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fully extent permitted by law. Said indemnification shall included but not limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made party by reason of his being or having been a Director, Officer, employee or agent as therein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE XII

INCORPORATION

The name and address of the person signing these articles as incorporators is:

Pamela D Vicknair

9140 Fontainebleau Blvd. Ste.401
Miami Fl 33172

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20 day of AUGUST of 1999.


Pamela D Vicknair

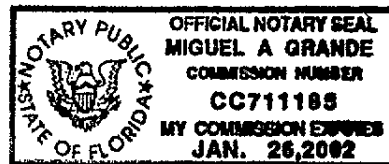
ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Pamela D. Vicknair, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of AUGUST 1999.


Notary Public



CERTIFICATE DESIGNATING REGISTERED AGENT

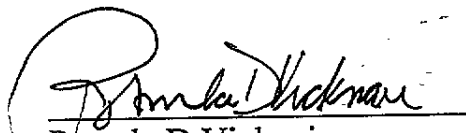
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted in compliance with said Act:

PAMELA'S SKINCARE OF MIAMI CORP, desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Pamela D Vicknair, with the address of 9140 Fontainebleau Blvd. Ste 401, Miami Fl. 33172, as its agent to accept services of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


Pamela D Vicknair
Registered Agent

SWORN TO AND SUBSCRIBED

Before me this 20 day of

AUGUST, 1999


Notary Public

