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Of Counsel
Robert H. Matheson, Jr.

August 16, 1999.

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-08/19/99--01076--012
*****70.00 *****70.00

Dear Sir or Madam:

Please find enclosed an original and duplicate copy of Articles of Incorporation for filing with the State of Florida. Also enclosed is a check in the amount of \$70.00 to cover the costs of filing same. Once this corporation has been filed, please be so kind as to forward a time/date stamped copy to our office in the return envelope enclosed.

Should you need anything further to complete this matter, please contact our office. Thank you for your assistance.

Very truly yours,

Debbie Haas

Deborah D. Haas
Legal Assistant

/ddh.
encs.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TRANSFORMATIONS SKINCARE STUDIO, INC.

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99 AUG 19 PM 5:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons 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 is TRANSFORMATIONS SKINCARE STUDIO, INC.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation is principally engaged in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share

thereof, at the price at which it is offered to others, which price may be in excess of par value.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation is 951 Central Parkway, Stuart, FL 34994.

ARTICLE VII. DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

SUSAN R. RIETH	2376 NW Fork Road Stuart, FL 34994
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ARTICLE IX. SUBSCRIBERS AND INCORPORATORS

The name and street address of the Subscribers and Incorporators executing these Articles of Incorporation are:

SUSAN R. RIETH	2376 NW Fork Road Stuart, FL 34994
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ARTICLE X. AMENDMENTS

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 Stockholders, and approved at the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and

all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles be made.

ARTICLE XI. REGISTERED AGENT AND OFFICE


The Registered Agent designated for this corporation is SUSAN R. RIETH, 951 SE Central Parkway, Stuart, FL 34994.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 18 day of August, 1999.

Susan R. Rieth
Susan R. Rieth

STATE OF Florida
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 17 day of August, 1999, by SUSAN R. RIETH, (X) who is personally known to me or () who has produced _____ as identification, and who () did (X) did not take an oath.

 Deborah D Haas
My Commission CC815156
Expires April 14, 2003

Deborah D. Haas
Notary Public

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of TRANSFORMATIONS SKINCARE STUDIO, INC.

DATED this 17 day of August, 1999.

Susan R. Rieth
Susan R. Rieth
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA