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CHERYL A PURCELL, CPA
538 NORTH PARRAMORE
ORLANDO, FL 32801
(407) 425-2465 FAX (407) 422-1161

November 8, 1999

State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

500003042235--1
-11/12/99-01030-018
*****70.00 *****70.00

To Whom It May Concern:

Please find the enclosed Certificate of Incorporation for Essential
Solutions Skincare, Inc.

Enclosed is my check to cover the cost of Incorporation.

Thanking you in advance for all consideration given to this matter, I remain

Sincerely,

Cheryl A. Purcell
Cheryl A. Purcell

Enclosures: Certificate of Incorporation (2 copies)
Check for \$70.00

FILED
99 NOV 12 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-16
1003

**CERTIFICATE OF INCORPORATION
OF
ESSENTIAL SOLUTIONS SKINCARE, INC.**

FILED
99 NOV 12 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby subscribe hereto for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

ESSENTIAL SOLUTIONS SKINCARE, INC.

ARTICLE II

This corporation shall have the power, privilege and right to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The amount of capital which the corporation shall begin business shall be \$1,000.00.

ARTICLE IV

The amount of the total authorized capital stock of the corporation shall be 10,000 shares, all of which shall be common stock with par value of \$1.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office shall be located at:

**444 W. NEW ENGLAND AVE STE.C
WINTER PARK, FL 32789**

ARTICLE VII

The number of its directors shall be one (1), but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII

The names and mailing addresses of the members of the first board of directors are:

**DEBBIE MCCANN
PMB 255, 501 N ORLANDO AVENUE STE 313
WINTER PARK, FL 32789**

ARTICLE IX

The names and mailing addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take are as follows:

**DEBBIE MCCANN
PMB 255, 501 N ORLANDO AVENUE STE 313
WINTER PARK, FL 32789
1000 Shares**

IN WITNESS WHEREOF the undersigned have made and subscribe this Certificate of Incorporation at the City of Winter Park, County of Orange, State of Florida, for the uses and purposes aforesaid.


DEBBIE MCCANN

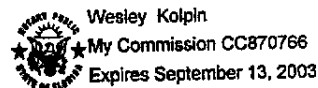
(STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, the undersigned officer(s) duly authorized and appointed, personally appeared Debbie McCann well known to be the person(s) described in and who subscribed the above and foregoing Certificate of Incorporation; and they freely and voluntarily acknowledged before me according to Law, that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at the City of Orlando, County of Orange, State of Florida, this 3rd day of November, 19 99.


Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

**CHERYL A. PURCELL
538 N. PARRAMORE AVENUE
ORLANDO, FL. 32801**

**In Pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, Inc. compliance with said Act:**

**First - That ESSENTAIL SOLUTIONS SKINCARE, INC. desiring to
organize under the Laws of the State of Florida with its principal office, as
indicated in the Certificate of Incorporation at City of Winter Park, County
of Orange, State of Florida, has named Cheryl A. Purcell of 538 N.
Parramore Ave., Orlando, FL 32801, County of Orange, State of Florida, as
its agent to accept service of process within this State.**

ACKNOWLEDGEMENT:

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

BY: *Cheryl A. Purcell*
Cheryl A. Purcell

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99 NOV 12 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA