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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SKIN TREATS, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

ARTICLE I – NAME

The name of this corporation is:

SKIN TREATS, INC.

With the principal place of business located at:

**1280 S. ALHAMBRA CIRCLE, UNIT 2212
CORAL GABLES, FLORIDA 33146**

ARTICLE II – PURPOSE

This corporation shall have the perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III – CAPITAL STOCK

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

ARTICLE IV – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have the right to purchase its prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE V – INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

**1280 S. ALHAMBRA CIRCLE, UNIT 2212
CORAL GABLES, FLORIDA 33146**

The name of the initial registered agent of this corporation is:

BEATRIZ MATTHEWS

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have **one (1)** director (s) initially. The number of directors may be either increased or decreased from time to time as prescribed in the by-laws, but shall never be less than one (1). The initial director (s) of this corporation is (are):

BEATRIZ MATTHEWS

ARTICLE VII - INCORPORATOR

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

**BEATRIZ MATTHEWS
1280 S. ALHAMBRA CIRCLE, UNIT 2212
CORAL GABLES, FLORIDA 33146**

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors, to the fullest extent permitted by law.

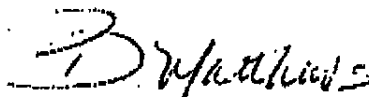
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by laws of this corporation shall be vested in the board of directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 12th day of November of 1999.



BEATRIZ MATTHEWS
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: **SKIN TREATS, INC.**
2. The name and address of the registered agent and office are:

**BEATRIZ MATTHEWS
1280 S. ALHAMBRA CIRCLE, UNIT 2212
CORAL GABLES, FLORIDA 33146**


BEATRIZ MATTHEWS

Title: Shareholder

Date: November 12, 1999

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


BEATRIZ MATTHEWS

Date: November 12, 1999

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TALLAHASSEE, FLORIDA**