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\*\*\*\*\*79.00 \*\*\*\*\*78.75

ELLIOTT GONZALEZ  
250 WILKINS BLVD. SUITE 126  
ORLANDO, FL. 32707

Office Use Only

(known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

12/15  
ajc

**ARTICLES OF INCORPORATION  
OF  
DERMALIFE, INC.**

This is a stock corporation formed pursuant to Florida Statutes, and to that end, set forth the following.

**1. NAME**

The name of the corporation is **DERMALIFE, Inc.** a Florida Corporation with offices located at 250 Wilshire Blvd. Suite 126 Casselberry, Florida 32707.

**2. PURPOSES:**

The purpose or purposes for which the Corporation is organized are

a. To market, import/export, assembly and manufacture any and all products and services legal in the State of Florida.

b. To do all things lawful, necessary or incident to the accomplishment of the purposes set forth above, to exercise all lawful powers now possessed by a Florida Corporation of similar character, to enter into partnerships or joint ventures, and to engage in any business in which a corporation organized under the laws of Florida may engage, except any business that is required to be specifically set forth in the Articles of Incorporation.

c. The objects, powers, and purposes specified in any clause or paragraph herein before contained shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred upon corporations by the laws of the State of Florida, and it is hereby expressly provided that the foregoing enumeration of specific powers should no way limit or restrict any other power, object or purpose of the Corporation or in any manner affect any general powers or authority of the Corporation.

**3. AUTHORIZED STOCK**

The aggregate number of share which the Corporation shall have authority to issues and the par value per share are as follows.

| <b>CLASS</b>        | <b>NUMBER OF<br/>SHARES</b> | <b>PAR VALUE<br/>PER SHARE</b> |
|---------------------|-----------------------------|--------------------------------|
| <b>Common Stock</b> | <b>10,000</b>               | <b>\$0.01</b>                  |

Each share of Common Stock shall have full voting rights and there shall be commulative voting.

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#### **4. REGISTERED OFFICE AND REGISTERED AGENT**

The office address of the initial registered office is DERMALIFE INC. 250 Wilshire Blvd. Suite 126 Casselberry, Fl. 32707. The name of the initial registered agent is Elliott N. Gonzalez who is a resident of the State of Florida and the Incorporator of the corporation and whose business address is the same as the registered office.

5. The number of directors constituting the initial Board of Directors is four (4).

#### **6. DIRECTORS AND OFFICERS AS INTERESTED PARTIES:**

In the absence of actual fraud, no contract or other transaction of the Corporation shall be affected by the fact that any of the directors or officers of the Corporation are in any way interested in or connected with any other party to such contract or transaction, or any way interested in or connected with any other party to such contract or transactions. The fact of membership in the Board of Directors shall not disqualify any director who may be an officer, agent, or employee of the Corporation and who may as such officer, agent, or employee render services to the Corporation who are so interested in or so connected with, such other party or such contract or transaction may be counted in determining the presence of a quorum and may vote at any meeting of the Board of Directors which shall authorize or ratify any such contract or transaction, with like force and effect as if they were not so interested or connected. No ratification by stockholders of any of the aforesaid contracts or transactions shall be necessary to the validity thereof.

#### **7. INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

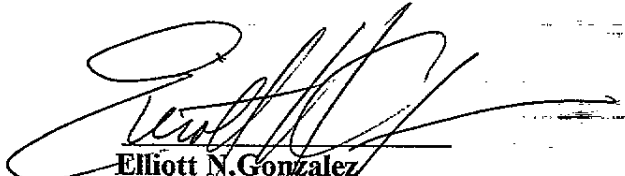
The corporation shall indemnify each of its officers and directors, whether or not then in office, (and his executor, administrator and heirs) against all reasonable expense actually and necessarily incurred by him in connection with the defense of any litigation to which he may have been made a party because he is or was a director or officer of the corporation. He shall have no right to reimbursement, however, in relation to matters as to which he had been adjudged liable to the Corporation for negligence or misconduct in the performance of his duties. The right to indemnity for expenses shall also apply to expenses of suits which are comprised or settled if the court having jurisdiction of the action shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

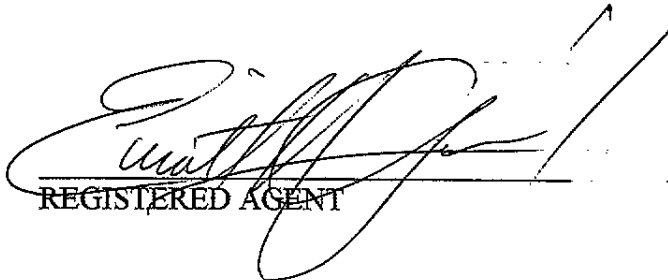
8. **DURATION.** The duration of the corporation is perpetual.

In witness and execution of the foregoing, the undersigned Incorporation sets his signature this date.

Date: October 27, 1999

  
Elliott N. Gonzalez  
Incorporator

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.

  
REGISTERED AGENT

10/29/99  
DATE

  
NOTARY PUBLIC

29 Oct 99  
DATE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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