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CR2E031 (R8-85)

W.P. Verifier

ARTICLES OF INCORPORATION

OF

Clinical Skin Care Concepts, Inc.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of an act of the Legislature of the State of Florida, do hereby subscribe to these Articles of Incorporation.

1.

The name and address of the corporation is:

Clinical Skin Care Concepts, Inc. 780 N.E. 69 Street, Suite 202 Miami, Florida 33138

2.

The duration of the corporation shall be perpetual.

3.

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida business Corporation Act.

Prepared by:

Sabatino & Spindel, P.A. 1177 Kane Concourse Blvd. Bay Harbor Islands, Florida 33154 4

The aggregate number of shares which the corporation shall have the authority to issue shall be:

(a) 100 shares of common voting stock, at a par value of \$ 1.00

5.

The Registered Agent and his address is as follows:

Nela Tutvin 780 N.E. 69 Street, Suite 202 Miami, Florida 33138

6.

The Board of Directors shall consist of one or more individuals, with the number specified in, or fixed in accordance with its By-Laws. The number of Directors may be increased or decreased, from time to time, by amendment to, or in the manner provided, in the By-Laws.

7.

The names and post office addresses of the original subscribers to these

Articles are:

Frank Tutvin 780 N.E. 69 Street, Suite 202 Miami, Florida 33138 7 (a).

The names of the initial officers and directors are:

Frank Tutvin, President Nela Tutvin, Secretary

8

This corporation shall have the initial officers herein listed and may have any other officers so described in its By-Laws, who will be appointed by the existing officers or the Board of Directors.

Each officer has the authority and shall perform the duties set forth in the By-Laws or, to the extent consistent with the By-Laws, the duties prescribed by the Board of Directors or by the direction of any officer authorized by the By-Laws or the Board of Directors to prescribe the duties of the officers.

9.

This Corporation may in its 8y-Laws confer powers upon its Directors, in addition to any other powers and authorities conferred upon them by Statutes.

10.

Both Stockholders and Directors of this Corporation shall have the power to hold their meetings, and to have one or more offices, within or without the State of Florida.

These Articles of Incorporation of this Corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by Florida Statutes and all rights conferred upon the Stockholders herein are granted subject to this reservation.

STATE OF FLORIDA) \$5:					
COUNTY OF $DADE$					
I HEREBY CERTIFY that on this 22nd day of November, 1999, before					
me personally appeared Frank Tutvin, to me well known to be the					
subscriber described herein, and who signed the foregoing Certificate of Incorporation					
and who acknowledged before me that he signed, sealed and delivered same for the					
uses and purposes herein expressed.					
IN WITNESS WHEREOF, I have hereunto set my official hand and seal at					
Dade County, State of Florida, the day and year first above written.					
Personally known to me, or					
Produced Identification:					
Barbara 9. Messina NOTARY PUBLIC State of Florida at					
Large					
BALLARA Q. Messina Printed Name of Netary					
My Commission Expires:					
OFFICIAL NOTARY SEAL BARBARA G MESSINA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC673084 MY COMMISSION EXP. SEPT 9.2001					

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

State of Florida, has named Nela Tutvin located at _____

780 N.E. 69 Street, Suite 202 _____, County of ______, State of

Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

(Registered Agé