Filing and License Fee: $310.00 minimum

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

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SECRETARY OF STATE
CORPORATIONS DIV
2018 JUN -7 AM 10: 54

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is **ZO SKIN HEALTH, INC.**

2. It is incorporated under the laws of **CALIFORNIA**

3. The name, if different, which it elects to use in Rhode Island is:

   (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

   (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is **MARCH 16, 2006** and the period of its duration is **PERPETUAL**

5. The address of its principal office is **5 TECHNOLOGY DRIVE, IRVINE, CA 92618**

6. The address of its proposed registered office in Rhode Island is **450 VETERANS MEMORIAL PARKWAY, SUITE 7A**
   (Street Address, **not** P.O. Box)

   EAST PROVIDENCE, RI **02914** and the name of its proposed registered agent in Rhode Island at
   (City/Town) (Zip Code)

   that address is **CT CORPORATION SYSTEM**
   (Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

   DISTRIBUTOR OF SKINCARE PRODUCTS

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	*Address*
Director	**MARK WILLIAMS**	**5 TECHNOLOGY DRIVE, IRVINE, CA 92618**
Director	**SAMAR OBAGI**	**5 TECHNOLOGY DRIVE, IRVINE, CA 92618**
Director	**OMAR KADRO**	**5 TECHNOLOGY DRIVE, IRVINE, CA 92618**
Director	**YOICHI KAMBARA**	**5 TECHNOLOGY DRIVE, IRVINE, CA 92618**

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Form No. 150
Revised: 06/11

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	Name	Address
President	MARK WILLIAMS	5 TECHNOLOGY DRIVE, IRVINE, CA 92618
Vice President		
Treasurer	KEVIN CORNETT	5 TECHNOLOGY DRIVE, IRVINE, CA 92618
Secretary	SAMAR OBAGI	5 TECHNOLOGY DRIVE, IRVINE, CA 92618

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is.

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10,000,000	COMMON	A	0.0001
5,000,000	COMMON	B	0.0001
2,000,000	PREFERRED	N/A	0.0001

10. (a) $ 11,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) $ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

11. (a) $ 90,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) $ 50,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

(c) 0.05 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date 6/4/2018

Signature of Authorized Officer of the Corporation

MARK WILLIAMS

Type or Print Name of Authorized Officer

State of California
Secretary of State

CERTIFICATE OF STATUS

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ENTITY NAME:

ZO SKIN HEALTH, INC.

FILE NUMBER:	C2858991
FORMATION DATE:	03/16/2006
TYPE:	DOMESTIC CORPORATION
JURISDICTION:	CALIFORNIA
STATUS:	ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of June 01, 2018.

ALEX PADILLA
Secretary of State

MAK

NP-25 (REV 03/2018)

State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

June 07, 2018 10:54 AM

Nellie M. Gorbea
Secretary of State