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August 17, 2000

Secretary of State
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

FILED
00 AUG 21 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Rejuvenance Dermatology, Inc.

900003366439-3
-08/21/00-01141-003
*****78.75 *****78.75

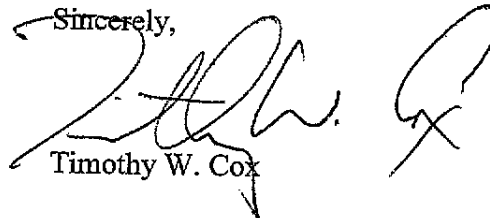
Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$78.75, in payment of the following:

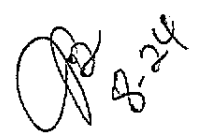
Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Filing Fee	\$ 35.00
	\$ 78.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,

Timothy W. Cox

enc: Check
Articles in duplicate


8-24

ARTICLES OF INCORPORATION
OF
REJUVENANCE DERMATOLOGY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Rejuvenance Dermatology, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date these articles are filed with the State of Florida.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is Debra Shelby, 511 Waverly Circle, Port St. Lucie, FL 34983.

ARTICLE VI-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 511 Waverly Circle, Port St. Lucie, FL 34983.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Debra Shelby	511 Waverly Circle Port St. Lucie, FL 34983

ARTICLE VIII - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Debra Shelby, 511 Waverly Circle, Port St. Lucie, FL 34983.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

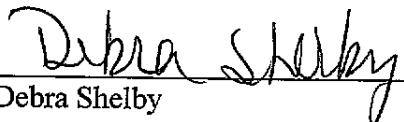
ARTICLE XII - AFFILIATED TRANSACTIONS

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes.

ARTICLE XIII - CONTROL-SHARE ACQUISITIONS

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of August, 2000.

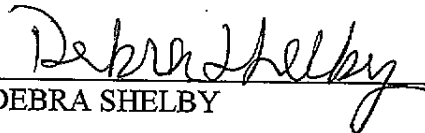

Debra Shelby

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 17TH DAY OF AUGUST, 2000.


DEBRA SHELBY

STATE OF FLORIDA
COUNTY OF PALM BEACH

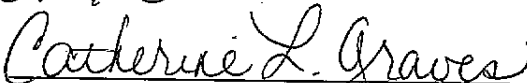
Before me, a Notary Public authorized in the State and County set forth above, personally appeared DEBRA SHELBY, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of ROTO, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17TH day of August, 2000.

FL St. Lic # 8410-173-69-705-0



"OFFICIAL SEAL"
Catherine L. Graves
My Commission Expires 11/7/2000
Commission #CC 599918


Notary Public, State of Florida at Large
Catherine L. Graves

My Commission Expires: