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LYNN M. FOCHI,
Administrator

November 19, 1996

VIA OVERNIGHT DELIVERY

Division of Corporations
Qualification Section
409 E. Gaines Street
Tallahassee, Florida 32399

600002010076--8
-11/20/96--01095--003
*****140.00 *****70.00

Re: PCHC Acquisition Corp. and Physicians Cosmetic Healthcare Corp.

To Whom it May Concern:

Enclosed please find an Application by a Foreign Corporation for Authorization to Transact Business in Florida, a Certificate of Good Standing from the State of Delaware and a check in the amount of \$140 for filing fees with respect to the above-referenced corporations. Please return the Certificates of Authority to the undersigned.

Thank you for your assistance.

Sincerely,


Joseph D. Grosso, Jr.

JDG/jm
Enclosures

FILED
96 NOV 20 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN
THE STATE OF FLORIDA:

1. PHYSICIANS COSMETIC HEALTHCARE CORP.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION"
or words or abbreviations of like import in language as will clearly indicate that it is a corporation
instead of a natural person or partnership of : ut so contained in the name at present).
2. Delaware
(State or country under the law of which it is incorporated)
3. n/a
(FEI number, if applicable)
4. July 15, 1996
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist
or "perpetual")
6. To be determined.
(Date first transacted business in Florida. (See SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 138 Spyglass Lane, Jupiter, Florida 33477
Current mailing address
8. Physicians' practice management.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box
NOT acceptable)

Name: Shelly Krieger
Office Address: 138 Spyglass Lane
Jupiter, Florida, 33477
(Zip code)
10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this application, 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 relative to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.*

Shelly Krieger
(Registered agent's signature)

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TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
12. Names and address of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

President/Secretary/Director: Rob Burke

Address: 11 Sheldrake Lane, Palm Beach Gardens, Florida 33418

Vice-President/Director: Shelly Krieger

Address: 138 Spyglass Lane, Jupiter, Florida 33477

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

Treasurer: William J. Hyland, Jr.

Address: Watterson, Hyland, Baird & Klett, P.A., 4100 RCA Boulevard, Suite 100, Palm Beach Gardens, Florida, 33410

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of application)

14.

Shelly Krieger, Vice-President

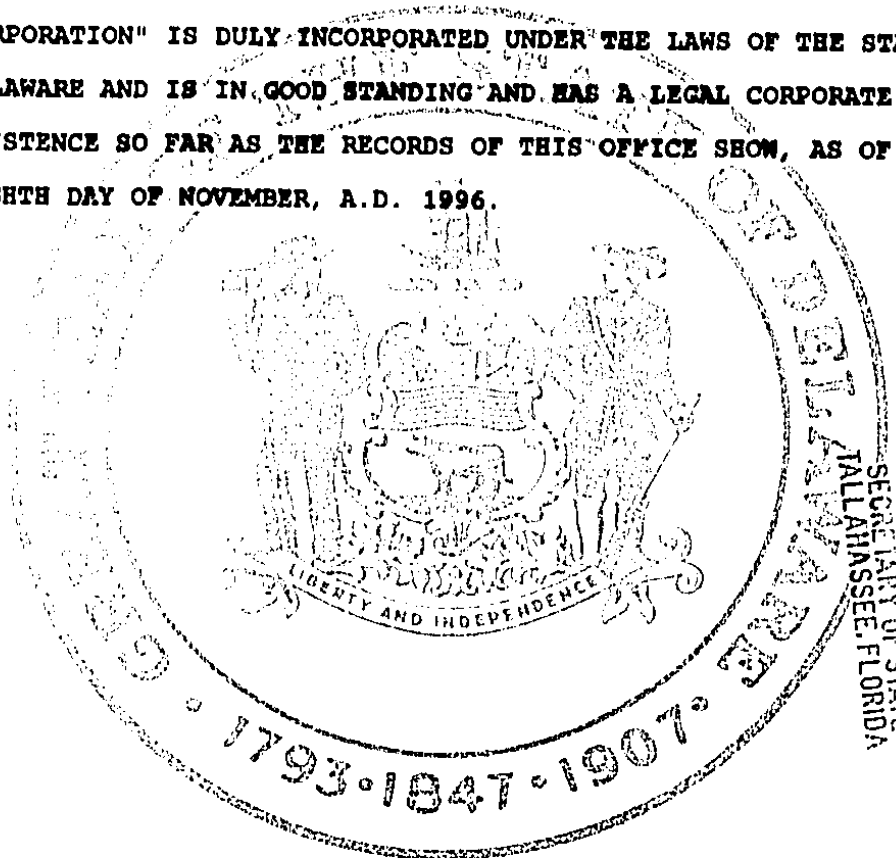
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYSICIANS COSMETIC HEALTHCARE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF NOVEMBER, A.D. 1996.



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FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8183675

DATE: 11-08-96