



THE UNITED STATES
CORPORATION
COMPANY

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97 OCT 29 AM 9:02

ACCOUNT NO. 2100000032
DIVISION OF CORPORATIONS

REFERENCE : 578697 4312752

AUTHORIZATION

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : October 27, 1997

ORDER TIME : 4:05 PM

ORDER NO. : 578697-005

CUSTOMER NO: 4312752

CUSTOMER: Peggy A. Olko, Legal Asst
Shipman & Goodwin LLP
1 American Row

700002332147--7

Hartford, CT 06103

FOREIGN FILINGS

NAME: AESTHETICS MEDICAL MANAGEMENT,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

10/29
97 OCT 29 AM 9:56
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. Aesthetics Medical Management, Inc.
(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 if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 06-1478955
(FEI number, if applicable)
4. 3/20/97
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 4/30/97
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 100 Northfield Drive
Windsor, CT 06095
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.


(Registered agent's signature)

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

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

SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

Lawrence P. English

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

14. _____ Lawrence P. English - President

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

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AESTHETICS MEDICAL MANAGEMENT, INC.

Officers and Directors *

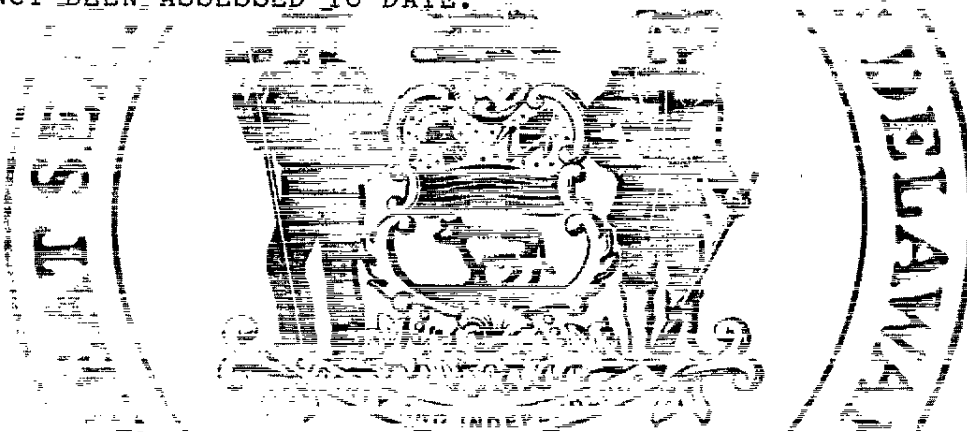
Lawrence P. English *	Chairman of the Board, President and Chief Executive Officer.	Aesthetics Medical Management, Inc. 100 Northfield Drive Windsor, CT 06095
Thomas L. Tran	Vice President and Chief Operating Officer	Aesthetics Medical Management, Inc. 100 Northfield Drive Windsor, CT 06095
Jeffrey Routledge	Vice President and Chief Marketing Officer	Aesthetics Medical Management, Inc. 100 Northfield Drive Windsor, CT 06095
Patrick Murphy	Vice President of Development	Aesthetics Medical Management, Inc. 100 Northfield Drive Windsor, CT 06095
Frank J. Marco	Assistant Secretary	Shipman & Goodwin LLP One American Row Hartford, CT 06103-2819
Darcy J. Moore *		Frontenac Company 135 South LaSalle Street, Suite 3800 Chicago, IL 60603
Jeremy Silverman *		Frontenac Company 135 South LaSalle Street, Suite 3800 Chicago, IL 60603
Buzz Benson *		Piper Jaffray Ventures, Inc. 222 South Ninth Street Minneapolis, MN 55402

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REGISTRATION
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AESTHETICS MEDICAL MANAGEMENT, INC." 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 TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



97 OCT 29 AM 9:57

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8671521

DATE: 09-26-97