

THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 732403 9294A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 125.00

ORDER DATE : June 15, 2000

ORDER TIME : 10:40 AM

ORDER NO. : 732403-005

CUSTOMER NO: 9294A

CUSTOMER: Jane Lincoln, Legal Assistant
JONAS & LASORTE
JONAS & LASORTE
Suite 1000
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: PALM BEACH AESTHETIC
INSTITUTE, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 15 PM 12:52

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 15 PM 1:40

FILED

W 6/15

ARTICLES OF ORGANIZATION OF:
PALM BEACH AESTHETIC INSTITUTE, L.L.C.

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: PALM BEACH AESTHETIC INSTITUTE, L.L.C. (the "Company"). The Company may do business under that name and under any other name of names upon which the Members agree. If the Company does business under a name other than that set forth in

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is Suite 201, 5602 PGA Boulevard, Palm Beach Gardens, Florida 33418.

ARTICLE III — Duration:

The period of duration for the Company shall be perpetual commencing on the date of the filing of these Articles of Organization.

ARTICLE IV — Management:

The Company is to be managed by the members in accordance with the Regulations of the Company as adopted by the members of the Company. However, no member of the Company shall have the right to bind the Company without the prior written consent of the other members. The names and addresses of the members of the Company are:

Jay M. Lerner
Suite 201
5602 PGA Boulevard
Palm Beach Gardens, FL 33418

Victor Martel
Suite 102
1620 South Congress Avenue
Palm Springs, FL 33461

ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be that the written consent of two-thirds (2/3) in interest, but not in number, of the Company and upon such terms and conditions as shall be determined by two-thirds (2/3) in interest, but not in number of the Company and in accordance with the Regulations of the Company.

ARTICLE VI — Members' Rights to Continue Business:

The remaining members of Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company if all of the remaining members consent in writing and provided that there shall be at least two (2) remaining members.

FILED
JUN 15 PM 1:40
CLERK OF DISTRICT COURT
PALM BEACH GARDENS, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF:
PALM BEACH AESTHETIC INSTITUTE, L.L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: PALM BEACH AESTHETIC
INSTITUTE, L.L.C.
2. The name and the Florida street address of the registered agent and
registered office are:

Jay M. Lerner, D.D.S., P.A.
Suite 201
5602 PGA Boulevard
Palm Beach Gardens, FL 33418

Having been named as registered agent and to accept service of process for the
above stated limited liability company at the place designated in this certificate, the
undersigned hereby accepts the appointment as registered agent and agree to act
in this capacity. The undersigned further agree to comply with the provisions of all
statutes relating to the proper and complete performance of my duties, and I am
familiar with and accept the obligations of my position as registered agent.

Jay M. Lerner, D.D.S., P.A.

By: Jay M. Lerner, D.D.S., P.A.
Jay M. Lerner, President

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 1 day of
June, 2000, by Jay M. Lerner, as president of Jay M. Lerner, D.D.S., P.A., who
has produced personally known as identification and who did/did not
take an oath.

1st WITNESS my hand and official seal in the County and State last aforesaid this
day of June, 2000.

My Commission Expires:

Lisa M. Siniscalchi
Notary Public
Name: Lisa M. Siniscalchi



Lisa M. Siniscalchi
MY COMMISSION # CC831545 EXPIRES
July 24, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
JUN 15 PM 1:40
CLERK OF THE STATE
PALM BEACH, FLORIDA