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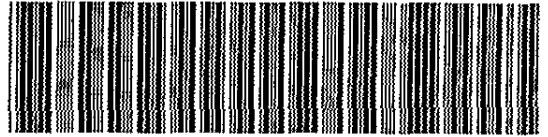
(Business Entity Name)

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SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

May 30, 2003

Telephone: 305/448-3900  
Facsimile: 305/446-9206  
OF COUNSEL  
Martin E. Segal, P.A.

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: MDSPAS@SkinTherapie, LLC  
Our File No. 2952-6

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith one (1) original and one (1) copy of the fully executed and notarized Articles of Organization, together with a check in the amount of \$160.00.

Please cause the original copy of the Articles of Organization to be filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

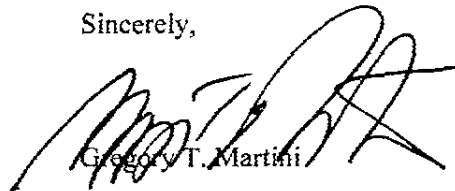
The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Fee	25.00
Certificate of Status	<u>5.00</u>
TOTAL	\$160.00

Please note that in accordance with §608.409 Florida Statutes, and Paragraph EIGHTII of the Articles of Organization, the limited liability company's existence will commence May 29, 2003, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

Thank you for your attention to this matter.

Sincerely,



Gregory T. Martini

Enclosures

FILED  
03 JUN -3 PM 2:19  
TALLAHASSEE, FLORIDA

FILED  
03 JUN -3 PM 2:19  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
MDSPAS @ SkinTherapie, LLC**

The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, do hereby certify as follows:

FIRST: The name of said limited liability company shall be MDSPAS @ SKINTHERAPIE, LLC.

SECOND: MDSPAS @ SKINTHERAPIE, LLC shall exist in perpetuity.

THIRD: The principal office and the mailing address of MDSPAS @ SKINTHERAPIE, LLC shall be 248 Palermo Avenue, Coral Gables, FL 33134.

FOURTH: The purposes for which MDSPAS @ SKINTHERAPIE, LLC is formed are:

Engaging in any and all phases of the business of providing medical esthetic services at 2735 Ponce De Leon, Coral Gables, FL 33134.

To engage in such other lawful acts or activities for which limited liability companies may be formed under Section 608.405, Florida Statutes.

FIFTH: The maximum number of ownership units which MDSPAS @ SKINTHERAPIE, LLC is authorized to have outstanding is one thousand (1000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

SIXTH: That, MDSPAS @ SKINTHERAPIE, LLC, desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office as 248 Palermo Avenue, Coral Gables, FL, Miami-Dade County, Florida, and has named PATRICK Z. ABUZENI as its initial Registered Agent who is located at such address.

SEVENTH: The name and street address of the Subscribing Member to these Articles of Organization of MDSPAS @ SKINTHERAPIE, LLC is as follows:

<u>NAME</u>	<u>ADDRESS</u>
PATRICK Z. ABUZENI	248 Palermo Avenue Coral Gables, Florida 33134


EIGHTH: The business of this limited liability company shall be conducted by a Manager who shall be elected by the Members, who shall be elected in accordance with the Operating Agreement.

The name and street address of the initial Manager, who shall hold office for the first year of its existence or until his successor is elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
PATRICK Z. ABUZENI	248 Palermo Avenue Coral Gables, Florida 33134

In accordance with the provisions of §608.409, the effective date of existence is specified to be May 29, 2003, so long as these Articles or Organization are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 29 day of May, 2003.

  
PATRICK Z. ABUZENI

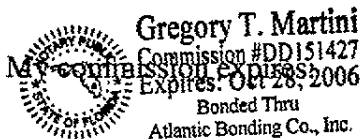
STATE OF FLORIDA )

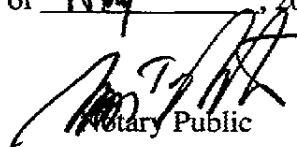
COUNTY OF MIAMI-DADE )

SS:

BEFORE ME, the undersigned authority, personally appeared PATRICK Z. ABUZENI, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 29 day of May, 2003.



  
Notary Public

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept Service of Process for MDSPAS @ SKINTHERAPIE, LLC at place designated in SECTION SIXTH of the attached Articles of Organization, I hereby acknowledge that I am familiar with and accept the obligations of that position.

  
PATRICK Z. ABUZENI, Registered Agent (SEAL)

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