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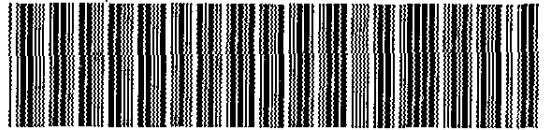
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B/C

**ARTICLES OF ORGANIZATION OF
VENUS SKIN CARE CENTER, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Venus Skin Care Center, LLC, and its principal office shall be located at 1690 Dunlawton Avenue, Suite 220, Port Orange, Florida 32127, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company is 505 Dusy Street, Dothan, Alabama 36301.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state,

government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capability or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the information, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transaction shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida law, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised under the authority of, and under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

The business and affairs of this limited liability company shall be managed by one manager, who shall be elected by the members, and any assistant managers who may be elected by the members. The name and address of the person who shall serve as the initial manager until his or her successor is elected and qualified is as follows:

Fred Hardwick
505 Dusy Street
Dothan, Alabama 36301

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. Provided however, that any member is hereby authorized and permitted to place some or all of his ownership interest in the limited liability company under the ownership of a family limited partnership, in which such member is the general partner, at any time of their choosing, without the consent of the other members.

On the death, retirement, resignation, expulsion, bankruptcy, of the original general partner of a family limited partnership or a member, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members. Furthermore, under or upon any of the occurrences or events described in the preceding sentence, if an original member has placed his ownership interest in a family limited partnership, the surviving partners of such member's family limited partnership shall not be entitled to assume any management or involvement in the business and affairs of the limited liability company. In such event, the surviving partners of the family limited partnership shall no longer be associated as managing or voting members in the limited liability company through such family limited partnership. The remaining original members of the limited liability company shall have the right to continue the business and to purchase the entire interest of the deceased or inactive member at fair market value to be determined by an independent appraisal.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by each of the members, to correspond with the amount of their ownership interest. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in prorata shares equal to their ownership interests.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an distributive share of the profits equal to their ownership interest as reflected on the books of the limited liability company. The distributive share of the profits shall be determined and paid to the members as agreed to by the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in shares equal to their ownership interests as reflected on the books of the limited liability company.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1300 Thomaswood Drive, Tallahassee, Florida 32308, and the name of the company's initial registered agent at that address is Michael P. Bist.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Venus Skin Care Center, LLC.

Executed by the undersigned on Dec. 18, 2003.

Fred Hardwick
Fred Hardwick

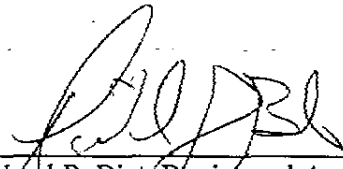
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OF THE FLORIDA LIMITED LIABILITY COMPANY ACT, THE LIMITED LIABILITY COMPANY IDENTIFIED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Venus Skin Care Center, LLC
2. The name and the Florida street address of the registered agent for Venus Skin Care Center, LLC are: Michael P. Bist, 1300 Thomaswood Drive, Tallahassee, Florida 32308.

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, 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 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.

DATED: December 19, 2003



Michael P. Bist, Registered Agent