

L99000002561



ACCOUNT NO. : 072100000032

REFERENCE : 210539-005 *Patricia Pajda*

AUTHORIZATION :

COST LIMIT : \$ 285.00

ORDER DATE : April 19, 1999

ORDER TIME : 1:19 PM

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ORDER NO. : 210539-005

CUSTOMER NO: 7182428

CUSTOMER: Mr. Charles Wright - 7182428
COSMEDICA INSTITUTE
COSMEDICA INSTITUTE
Suite 100
2401 Pga Blvd.
Palm Beach Gdns, FL 33410

RECEIVED

99 APR 26 PM 2:27

DOMESTIC FILING

NAME: COSMEDICA INSTITUTE OF
PALM BEACH, LLC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

Document CONTACT PERSON: James Guy
Examiner

EXAMINER'S INITIALS:

Updater

Updater
Verifier

Admno Agent DCC

W. P. Verifier DCC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 26 PM 2:20

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L99000002561

L990000009762



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 26, 1999

JAMES GUY
CSC
TALLAHASSEE, FL 32301

SUBJECT: COSMEDICA INSTITUTE OF THE PALM BEACHES, LLC
Ref. Number: W99000009762

We have received your document for COSMEDICA INSTITUTE OF THE PALM BEACHES, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being retained for the following:

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 999A00021954

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

COSMEDICA INSTITUTE OF THE PALM BEACHES, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 2401 PGA Boulevard, Beach Gardens, Florida, 33410.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

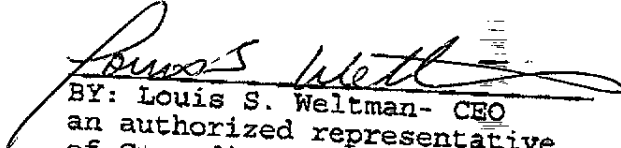
FILED

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the member and the name and address of the managing member is:

Member: Vistra Quickseed Fund, LLC
2386 Northwest 32nd Street
Boca Raton, Florida 33431

The undersigned authorized representative of a member of COSMEDICA INSTITUTE OF THE PALM BEACHES, LLC. hereby executes these articles of organization on this day of 1999.


BY: Louis S. Weltman- CEO
an authorized representative
of Cosmedica Institute of the
Palm Beaches, LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.


By: Karen B. Rozar
Its Agent, Karen B. Rozar

Dated: April 20, 1999

AKC/jgy

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of COSMEDICA INSTITUTE OF THE PALM BEACHES, LLC. (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 21st day of April, 1999.

WITNESS

Jill K. Weltman
TYPED OR PRINTED NAME

WITNESS

Jill K. Weltman
TYPED OR PRINTED NAME

jgy

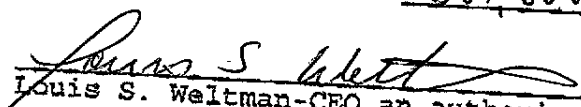
SIGNATURE

Louis S. Weltman
TYPED OR PRINTED NAME

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of COSMEDICA INSTITUTE OF THE PALM BEACHES, LLC. deposes and says:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the member(s) is 7,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is 400,000; and it is from equipment and property build out.
- 4) the amount of cash or property anticipated to be contributed by member(s) is 100,000;
- 5) the total amount of 2, 3, and 4 is: 501,000.


Louis S. Weltman-CEO an authorized
representative of Cosmedica
Institute of the Palm Beaches, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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