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Law Offices of
UPCHURCH & ESPOSITO, P.A.

1510 NORTH PONCE de LEON BLVD.

Please reply to:
POST OFFICE BOX 3956
SAINT AUGUSTINE, FLORIDA 32085-3956

H. DAVIS UPCHURCH, JR.
also admitted State Bar of Georgia

CHARLES A. ESPOSITO
also admitted New York Bar

FILED
00 MAR -8 PM 3:16
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(904) 825-1990
TELECOPIER
(904) 824-4213

February 24, 2000

Florida Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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-03/08/00--01080--002
*****78.75 *****78.75

EFFECTIVE DATE
3-1-00

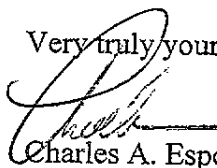
Re: Professional Electrolysis, Inc.

Dear Sir/Madam:

I enclose herewith Articles of Incorporation of the above-named newly formed corporation. Please file the same and furnish me a certified copy.

You will note that Article X of the Articles of Incorporation sets out the name and address of the Registered Agent of the corporation.

Likewise enclosed is my check payable to the Secretary of State in the amount of \$78.75, which I estimate to be sufficient to cover the charges for filing fee, Registered Agent's fee, and certified copy of the charter document. If there is any additional charge, please advise and I will be happy to remit same.

Very truly yours,

Charles A. Esposito

H DU, Jr.
enclosures

D. BROWN MAR 7 4 2000 *

This instrument was prepared by:
Charles A. Esposito, Esq.
Upchurch & Esposito P.A.
1510 N. Ponce de Leon Blvd.
St. Augustine, Florida 32085
Telephone (904) 825-1990

EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL ELECTROLYSIS, INC.**

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607 (1995), does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is PROFESSIONAL ELECTROLYSIS, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is retail sales and import and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares of Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock at par value of one dollar (\$1.00) per share.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than five hundred dollars (\$500.00).

ARTICLE V

Effective Date

The effective date of incorporation shall be March 1, 2000.

ARTICLE VI

Term of Existence

This corporation is to exist perpetually.

ARTICLE VII

Directors

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the shareholders, but shall never be less than one (1) nor more than five (5).

ARTICLE VIII

Initial Directors and Officers

The name and residence and post office address of each member of the first Board of Directors and the officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<u>Tracey Cobb</u>	<u>49 Pine Haven Drive</u> <u>Palm Coast, FL 32137</u>	<u>President/ Treasurer/</u> <u>Director/Secretary</u>

ARTICLE IX

Subscribers

The name and address of the subscriber to these Articles of Incorporation is: Tracey Cobb, 49 Pine Haven Drive, Palm Coast, Florida, 32137.

ARTICLE X

Preemptive Rights

The corporation elects to have the preemptive rights in accordance with its shareholders as defined in Florida Statutes 607.0630 (1995).

ARTICLE XI

Principal Office and Registered Agent

The street address of the principle office of the corporation is 1 Florida Park Drive South, Suite #320, Palm Coast, Florida 32137, and the name and address of the registered agent for the service of process is Charles A. Esposiot, Esq., Upchurch & Esposito, P.A., 1510 N. Ponce de Leon, Saint Augustine, Florida, 32084.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder meeting by a majority of the stock entitled to vote thereon.

Tracey Cobb
Tracey Cobb

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 1st day of March, 2000, by Tracey Cobb. Such person did not take an oath and ✓ is personally known to me; _____ produced a current Florida driver's license as identification; _____ produced _____ as identification.



CHARLES A. ESPOSITO
Notary Public, State of Florida
My comm. expires Mar. 12, 2001
Comm. No. CC 629399

[Signature]
Notary Public Signature

Name of Notary
{Seal}

**Designation of Registered Office
and Registered Agent**

Pursuant to the provisions of Sec. 607.0501 Fla.Stat.(1995), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent for service of process in the State of Florida.

1. The name of the corporation is PROFESSIONAL ELECTROLYSIS, INC.
2. The name and address of the registered agent and office is: Charles A. Esposito, Esq., Upchurch & Esposito, P.A., 1510 N. Ponce de Leon Blvd., Saint Augustine, Florida, 32085.

Having been named as Registered Agent for the service of process for the above name corporation at the above stated address, I hereby accept the appointment and agree to faithfully perform my duties. I further agree to comply with the provisions of all Florida Statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations as Registered Agent.

[Signature]
Charles A. Esposito, Esq.

3/6/00
Date

FILED
MAR -8 PM 3:16
CLERK OF STATE
TALLAHASSEE, FLORIDA