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STEVE MERCER
Lifetouch Therapies, Inc.
7315 Evereigh Court
Orlando, FL 32819

March 13, 2000

FILED
00 MAR 15 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-03/15/00--01072--007
*****78.75 *****78.75

Re: Life Touch Therapies, Inc. - Articles of Incorporation

Dear Sir/ Madam:

Enclosed herewith please find one (1) original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 representing the filing fee and Certificate of Status for Lifetouch Therapies, Inc.

I can be reached at 407/924-3144.

Sincerely,

Steve Mercer/sjh

Steve Mercer

SM/sjh
Enclosures

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ARTICLES OF INCORPORATION OF LIFETOUCH THERAPIES, INC.

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ARTICLE I. NAME

The name of this corporation shall be: Lifetouch Therapies, Inc., referred to hereinafter as the "Corporation".

ARTICLE II. ADDRESS

The principal office of the Corporation in the State of Florida shall be located at 7315 Everleigh Court, in the City of Orlando, County of Orange. The Corporation may have such other offices, within the State of Florida, as the business of the corporation may require from time to time.

ARTICLE III. PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
2. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV. DURATION

The duration of the Corporation is perpetual.

ARTICLE V. NAME AND ADDRESS OF INCORPORATOR

The name and address of the original incorporator is as follows:

Steve Mercer
7315 Everleigh Court
Orlando, Florida 32819

ARTICLE VI: DIRECTORS

The number of Directors constituting the corporation's initial Board of Directors is one (1).

The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Steve Mercer
7315 Everleigh Court
Orlando, Florida 32819

ARTICLE VII. AUTHORIZED SHARES

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue these common shares at a future date.

ARTICLE VIII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7315 Everleigh Court, Orlando, Florida 32819, and the name of its initial registered agent at such address, is Steve Mercer.

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify each officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

ARTICLE X. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14th day of March, 2000.

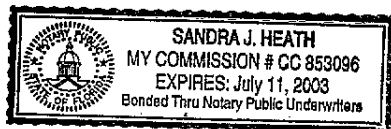

Steve Mercer

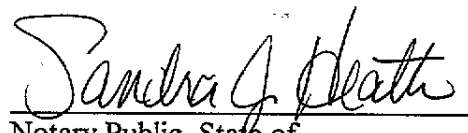
STATE OF FLORIDA

COUNTY OF ORANGE

Before me personally appeared Steve Mercer, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of March, 2000.




Notary Public, State of
Florida at Large
My commission expires: 7/11/03

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501(3), FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- Lifetouch*
1. The name of the corporation is: ~~Life Touch~~ Therapies, Inc.
 2. The name and address of the registered agent and office is:

Steve Mercer
7315 Everleigh Court
Orlando, Florida 32819.

Having been named as registered agent and to accept service of process for the above stated corporation 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 s registered agent.


STEVE MERCER

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TALLAHASSEE, FL 09000