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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

THE CELLULITE REDUCTION CENTER, INC.

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ARTICLES OF INCORPORATION

OF

THE CELLULITE REDUCTION CENTER, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. - Name and Address

THE CELLULITE REDUCTION CENTER, INC.
7924 Pines Boulevard
Pembroke Pines, Florida 33024

ARTICLE 2. - Duration/Effective Date

This Corporation shall have perpetual existence commencing the date of filing of these Articles of Incorporation.

ARTICLE 3. - Purpose

The general purposes for which the Corporation is organized are the following:

- A. For cellulite reduction.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Prepared by:
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ARTICLE 4. - Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 600 shares of capital stock. Such shares shall be of a single class and shall have a par value of \$ 1.00 per share.

ARTICLE 5. - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is:

7924 Pines Boulevard
Pembroke Pines, Florida 33024

and the name of the initial registered agent at that Corporation at that address is:

Donald Woeltjen
7924 Pines Boulevard
Pembroke Pines, Florida 33024

ARTICLE 6. - Initial Board of Directors

The number of Directors constituting the 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:

NAME and ADDRESS

Donald Woeltjen
7924 Pines Boulevard
Pembroke Pines, Florida 33024

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by any amendment thereof, or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE 11. - Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, ten (10) business days prior to the meeting date.

ARTICLE 12. - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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ARTICLE 13. - Management of Corporation by Directors

All Corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE 14. - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE 15. - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE 16. - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of Directors present shall be the act of the Board of Directors.

ARTICLE 17. - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE 18. - Bylaws

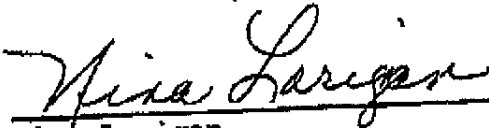
The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

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IN WITNESS WHEREOF, the undersigned have signed these Articles
of Incorporation on this 16 day of June, 2000.


DONALD WOELTJEN

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this
16 day of June, 2000, by DONALD WOELTJEN, who are personally
known to me or who have produced Florida Drivers Licenses as
identification and who did take an oath as the persons described in
and who executed the foregoing Articles of Incorporation of THE
CELLULITE REDUCTION CENTER, INC., and who acknowledge to and before
me that they executed said instrument for the purposes therein
expressed.


Nina Lorigan
Notary Public, State of Florida
My Comm. expires:




Nina Lorigan
My Commission CC572720
Expires Oct. 04, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered
Agent of THE CELLULITE REDUCTION CENTER, INC., which is contained
in the foregoing Articles of Incorporation of THE CELLULITE
REDUCTION CENTER, INC.

DATED this 16 day of June, 2000.


DONALD WOELTJEN
Registered Agent

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