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RONALD W. RITCHIE, P.A.

ATTORNEY AT LAW

PARK NORTH PROFESSIONAL CENTER

SUITE 4

5129 CASTELLO DRIVE

NAPLES, FLORIDA 34103-1903

TELECOPIER (941) 435-1995

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE (941) 435-1989

April 27, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Naples Microdermabrasion Center, Inc.

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-05/01/01--01043--012

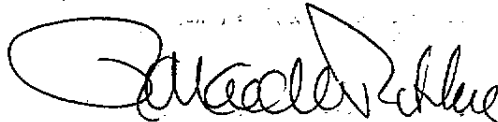
*****78.75 *****78.75

Dear Ladies:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, together with our trust account check in the amount of \$78.75.

Please file same and return the certified copy to the address shown above.

Very truly yours,



RONALD W. RITCHIE

/rwr
Enclosures

CDS-2

ARTICLES OF INCORPORATION

OF

NAPLES MICRODERMABRASION CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida Business Corporation Act.

Article I - NAME

The name of this Corporation is NAPLES MICRODERMABRASION CENTER, INC.

Article II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

730 Goodlette Road North, Suite 206
Naples, Florida 34102

Article III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles.

Article V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

Article VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5129 Castello Drive, Suite 4, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is RONALD W. RITCHIE.

Article VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation are:

DEBRA L. VICTOR
6555 Ridgewood Drive
Naples, Florida 34108

Article IX - INCORPORATOR

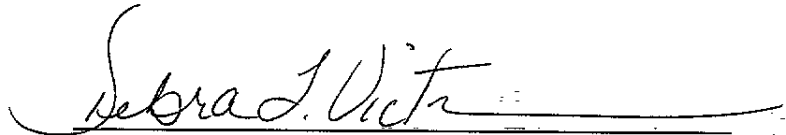
The name and address of the person signing these Articles of Incorporation are:

DEBRA L. VICTOR
6555 Ridgewood Drive
Naples, Florida 34108

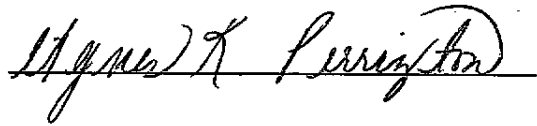
Article X - BY-LAWS

The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has hereunto set ^{her} his hand and seal to these Articles of Incorporation this 27th day of April, 2001.


DEBRA L. VICTOR, Incorporator

Signed, sealed and delivered
in the presence of:

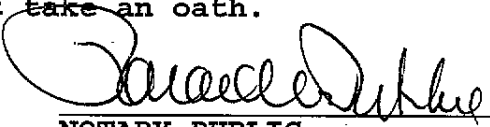


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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this
27th day of April, 2001, by DEBRA L. VICTOR, who is personally
known to me and who did not take an oath.

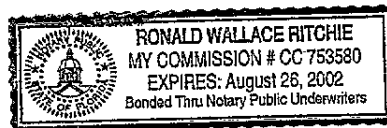
(S E A L)


NOTARY PUBLIC

Print Name - Ronald W. Ritchie

Commission Number - _____

My Commission Expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **NAPLES MICRODERMABRASION CENTER, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the County of Collier, State of Florida, has named **RONALD W. RITCHIE**, whose address is 5129 Castello Drive, Suite 4, Naples, Florida 34103, as its agent to accept service of process within this state.

* * * *

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named 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 as Registered Agent.

DATED this 27th day of April, 2001.


RONALD W. RITCHIE,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA