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CHAD A. WALTERS, P.A.

ATTORNEY AT LAW

Chad A. Walters, Esq.

chadawalterspa@cs.com

May 8, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700004193187--7
-05/10/01--01071--010
****236.25 *****78.75

Re: Corporate filing

Dear Sir:

Enclosed please find articles of incorporation for **ADVANCED SKIN CARE AND DAY SPA, INC., AESTHETIC TRANSFORMATIONS, INC., and SHANA MORGANSTERN MASSAGE THERAPY, INC.** to be filed with the Secretary of State, Division of Corporations. I have enclosed the filing fee in the amount of \$236.25. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,

Chad A. Walters

CAW/
Enclosures

FILED
01 MAY 10 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF

01 MAY 10 PM 1:19

SHANA MORGANSTERN MASSAGE THERAPY, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers of these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be **SHANA MORGANSTERN MASSAGE THERAPY, INC.** The address of the Corporation shall be 1814 Lucerne Terrace, Ste. E, Orlando, FL 32806.

ARTICLE II
AUTHORIZED STOCK

The Corporation is authorized to issue 100 Shares of \$1.00 par value Common Stock.

ARTICLE III
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the Corporation.

ARTICLE IV
INCORPORATORS

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

NAME

ADDRESS

Shana Morganstern

1814 Lucerne Terrace, Ste. E, Orlando, FL
32806.

ARTICLE V
PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI
REGISTERED OFFICE, REGISTERED
AGENT AND RESIDENT AGENT**

The street address of the registered office of this Corporation is 174 W. Comstock Ave., Suite 207, Winter Park, Florida. The name of the initial Registered Agent and Resident Agent of this Corporation is Chad A. Walters, Esquire.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have (1) director. 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 (1). The name and address of the director of this Corporation is:

NAME

Shana Morganstern

ADDRESS

1814 Lucerne Terrace, Ste. E, Orlando, FL
32806.

**ARTICLE VIII
OFFICERS OF THE CORPORATION**

The name and address of the Officer is:

NAME

Shana Morganstern

ADDRESS

1814 Lucerne Terrace, Ste. E, Orlando, FL
32806.

**ARTICLE IX
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

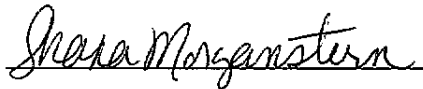
**ARTICLE X
INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of May, 2001, being the incorporator, this date and undersigned adopts these Articles of Incorporation.

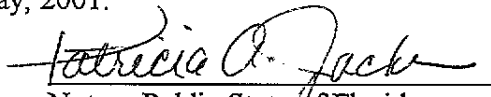


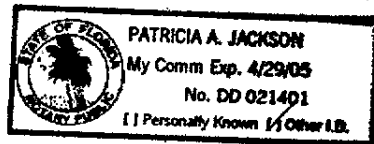
Shana Morganstern

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Shana Morganstern, who is personally known to me or who has produced _____ as identification, and acknowledged execution of the foregoing Articles of Incorporation and she executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 8th day of May, 2001.


Notary Public State of Florida

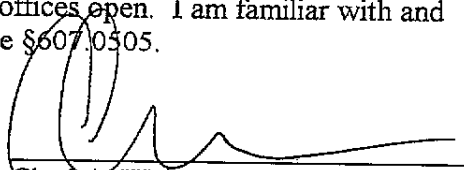


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ACCEPTANCE OF REGISTERED AGENT

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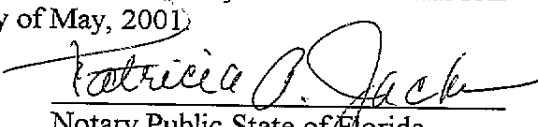
I HEREBY ACCEPT the appointment to act in the capacity of **SECRETARY OF STATE**
Registered Agent and Resident Agent and agree to comply with the provisions of the **FLORIDA**
laws of the State of Florida relative to keeping said offices open. I am familiar with and
accept the obligations provided for in Florida Statute §607.0505.


Chad A. Walters, Esq.

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in
the State and County set forth above, personally appeared Chad A. Walters, to me and
known to me to be the person who executed the foregoing Acceptance of Registered
Agent for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
in the State and County aforesaid, this 1st day of May, 2001.


Notary Public State of Florida

