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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.**prism aesthetics, inc.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PRISM AESTHETICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be PRISM AESTHETICS, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 1291 S. Powerline Road, #217, Pompano Beach, FL 33069.

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue ten thousand shares (10,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the

Prepared by:

The Law Offices of Glenn R. Mao
& Sherri B. Simpson, P.A.
517 S.W. First St.
Ft. Lauderdale, FL 33301
(954) 524-6141
By: Glenn R. Mao, Fla. Bar No. 239119

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Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 S.W. First Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at said address is Glenn R. Mee.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have one (1) director initially. The number of directors may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the person who is to serve as director until the first annual meeting of shareholders or until its successors are elected and qualify, is:

Michelle A. Chin-Hayward
3455 N.W. 47th Ave.
Coconut Creek, FL 33063

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is Michelle A. Chin-Hayward.

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517 S.W. First Av
Ft. Lauderdale, FL 33301
(954) 524-4141
By: Glenn R. Mee, Fla. Bar No. 229119

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing
Articles of Incorporation this 15 day of February, 2002.

Michelle A. Chin-Hayward
Michelle A. Chin-Hayward

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING Articles of Incorporation were acknowledged before me this day
by Michelle A. Chin-Hayward, who is personally known to me or had produced _____
_____, as identification and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 15
day of February, 2002.

Nancy Matthews
Notary Public
My Commission Expires:



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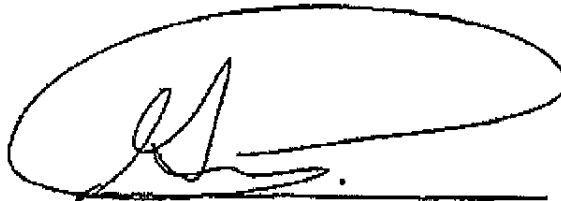
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091, Florida Statutes,
THAT PRISM AESTHETICS, INC., a corporation organizing under the laws of the
State of Florida, has named GLENN R. MEE as its Registered Agent to accept service of
process within this State, whose registered office is located at 517 S.W. First Avenue, Fort
Lauderdale, Florida 33301.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation,
at the place designated in this Certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to the proper and complete performance
of my duties.



GLENN R. MEE
517 S.W. First Avenue
Fort Lauderdale, FL 33301

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