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DAVID M. BECKERMAN

ADMITTED TO PRACTICE IN
FLORIDA AND ILLINOIS

TELEPHONE (561) 391-6000
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EFFECTIVE DATE

5-1-02

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May 6, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
02 MAY -8 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

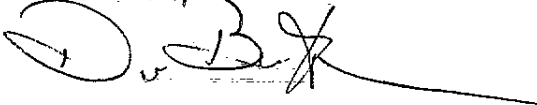
Re: The Incorporation of Manhattan Anti-Aging Clinic, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for Eighty Seven Dollars and 50/100 (\$87.50), representing payment for the filing fee, certified copy and certificate of status. Please forward the certificate and certified copy to my office at your earliest convenience.

Thank you for your cooperation. If you have any questions, please contact me.

Very truly yours,



David M. Beckerman

DMB/dme
Enclosures

D. WHITE MAY 13 2002

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EFFECTIVE DATE

6-7-02

ARTICLES OF INCORPORATION

MANHATTAN ANTI-AGING CLINICS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I. Name

The name of this Florida corporation is:

Manhattan Anti-Aging Clinics, Inc.,

Article II. Address

The corporation's initial mailing address is:

1210 Stone Court
Marco Island, FL 34145
(941) 931-9788

Article III. Registered Agent

The name and address of the Corporation's registered agent is:

David M. Beckerman, Esq.,
David M. Beckerman, P.A.
7000 West Palmetto Park Road, Suite 500
Boca Raton, FL 33433

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Thuong T. Nguyen - President
904 S. McDonald Road
McDonald, TN 37353
(423) 614-7579

David M. Beckerman, Esq., FL Bar Member 324477
David M. Beckerman, P.A.
7000 West Palmetto Park Road,
Suite 500
Boca Raton, FL 33433
(561) 391-6000

Swainson Hawke - CEO
904 S. McDonald Road
McDonald, TN 37353
(423) 614-7579

Dr. Robert Mattox
2440 Ingleside Avenue
Macon, GA 31204
(478) 743-3441

Adrienne Denese
12 A East 72nd Street
New York, NY 10021
(212) 249-3050

Larry P. Scheetz
1210 Stone Court
Marco Island, FL 34145
(941) 931-9788

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, no par value per share.

David M. Beckerman, Esq., FL Bar Member 324477
David M. Beckerman, P.A.
7000 West Palmetto Park Road,
Suite 500
Boca Raton, FL 33433
(561) 391-6000

Article VI. Incorporator

The name and address of the incorporator is:

David M. Beckerman, Esq.,
David M. Beckerman, P.A.
7000 West Palmetto Park Road,
Suite 500
Boca Raton, FL 33433
(561) 391-6000

FL Bar Member 324477

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 7, 2002.

The undersigned incorporator executed these Articles of Incorporation on May 6, 2002.

A handwritten signature in black ink, appearing to read 'David M. Beckerman', is written over a horizontal line.

David M. Beckerman
Florida Bar No: 324477

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/OFFICE CORPORATION**

MANHATTAN ANTI-AGING CLINICS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

REGISTERED AGENT/OFFICE:

David M. Beckerman, Esq.,
David M. Beckerman, P.A.
7000 West Palmetto Park Road,
Suite 500
Boca Raton, FL 33433
(561) 391-6000 Office
(561) 391-6044 Fax

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



David M. Beckerman, P.A.

Date: April 18, 2002

David M. Beckerman, Esq., FL Bar Member 324477
David M. Beckerman, P.A.
7000 West Palmetto Park Road,
Suite 500
Boca Raton, FL 33433
(561) 391-6000