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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.

face to face aesthetic center, inc.

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8/13/02 11:19 AM

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AFFIDAVIT

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
)
 COUNTY OF MARTIN)

BEFORE ME, the undersigned authority, personally appeared Sorrell I Strauss

_____, who, being first duly sworn, deposes and says:

1. I, Sorrell I. Strauss, am an Officer of Face to Face Aesthetic Center, Inc., 821 E. Ocean Blvd., suite A, Stuart, Florida 34994.
2. I, Sorrell I. Strauss, hereby state that, Face to Face Aesthetic Center, Inc., has filed voluntary corporate dissolution on 8-1-02.
3. Affiant states that, I as an Officer of, Face to Face Aesthetic Center, Inc., have no intention of revoking the dissolution of, Face to Face Aesthetic Center, Inc.
4. I, Sorrell I. Strauss as Officer, release to, Lisa M. Sherrell, the use of the corporate name, Face to Face Aesthetic Center, Inc.

FURTHER AFFIANT SAYETH NOT.

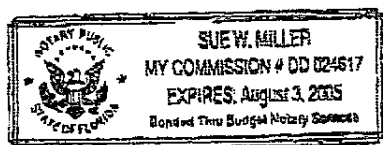
FACE TO FACE AESTHETIC CENTER, INC.

By: Sorrell I. Strauss

Title: President

DATED this 2 day of August, 2002.

SUBSCRIBED AND SWORN to before me this 2 day of August, 2002.



My commission Expires:

Sue W. Miller-Lewis
 NOTARY PUBLIC
 State of Florida

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ARTICLES OF INCORPORATION

OF

FACE TO FACE AESTHETIC CENTER, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: FACE TO FACE AESTHETIC CENTER, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 821 E. Ocean Blvd., Stuart Martin County, FL 34994.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares common stock having an individual par value of 100.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Lisa M. Sherrell, 4654 S.E. Horseshoe Point Rd., Stuart, FL 34997.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

P/S/T

Lisa M. Sherrell

4654 S.E. Horseshoe Point Rd.
Stuart, FL 34997

VICE/PRES

Rodney P. Sherrell

4654 S.E. Horseshoe Point Rd.
Stuart, FL 34997

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc.
2444 N.W. 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 12th day of August, 2002.


INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FACE TO FACE AESTHETIC CENTER, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


REGISTERED AGENT