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**DAVID C. LEVENREICH**  
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED TO  
PRACTICE IN  
THE STATE OF TEXAS

406 SOUTH PROSPECT AVENUE  
CLEARWATER, FLORIDA 33756

TELEPHONE: (727) 441-8485  
FACSIMILE: (727) 441-4558

January 15, 2004

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TALLAHASSEE FLORIDA  
STATE

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Raydiance Facial, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$78.75 made payable to "Florida Department of State" to cover the filing fee as follows:

\$35.00 -- Filing Fees  
\$ 8.75 -- Certified Copy  
\$35.00 -- Registered Agent Designation  
**\$78.75 - Total**

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL:tlk

Enclosures

cc: Judith Koehn w/enclosure via hand delivery

ARTICLES OF INCORPORATION OF  
RAYDIANCE FACIAL, INC.

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ARTICLE I - Name

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The name of this corporation is RAYDIANCE FACIAL, INC.

ARTICLE II - Street Address and Mailing Address

The street address of this corporation is 4047 Carlyle Lakes Blvd., Palm Harbor, FL 34685. The mailing address of this corporation is 4047 Carlyle Lakes Blvd., Palm Harbor, FL 34685.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

This corporation is organized to include the transaction of any or all lawful business for which it may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

ARTICLE V - Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4047 Carlyle Lakes Blvd., Palm Harbor, FL 34685, and the name of the initial registered agent of this corporation at that address is Judith R. Koehn.

ARTICLE VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Judith R. Koehn	4047 Carlyle Lakes Blvd. Palm Harbor, FL 34685

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles are Judith R. Koehn, 4047 Carlyle Lakes Blvd., Palm Harbor, FL 34685.

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of January, 2004.

Judith R. Koehn  
Judith R. Koehn

STATE OF Florida )  
COUNTY OF Pinellas )

The foregoing instrument was acknowledged before me this 15th day of January, 2004, by Judith R. Koehn, who is personally known to me or who has produced FDL# K 500-436-46703 as identification.



TAMMY L. KNIFFIN  
MY COMMISSION # DD 135098  
EXPIRES: July 18, 2006  
Bonded Thru Budget Notary Services

Tammy L. Kniffin  
Tammy L. Kniffin  
Notary Public - State of Florida  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, RAYDIANCE FACIAL, INC., desiring to organize under the laws of the State of Florida, hereby designates Judith R. Koehn, located at 4047 Carlyle Lakes Blvd., Palm Harbor, FL 34685, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Section 48.091(2), Florida Statutes, relative to maintaining an office for the service of process.

Judith R. Koehn  
Judith R. Koehn

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