

Division of Corporations

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FLORIDA PROFTT CORPORATION OR P.A.

COMPLEXIONS MEDICAL SKIN SPA, INC.

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Corporate Filing

Public Access Help

Audit No. H04000118773 3

**ARTICLES OF INCORPORATION
OF
COMPLEXIONS MEDICAL SKIN SPA, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

Complexions Medical Skin Spa, Inc.

SECOND: The initial principal office and mailing address of the Corporation is:

1857 Mission Drive
Naples, Florida 34109-7103.

THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock and the par value of each share shall be Ten Cents (\$.10). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

1857 Mission Drive
Naples, Florida 34109-7103;

and the name of the Corporation's initial registered agent at such address is:

Brian W. Bozza, M.D.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

Brian W. Bozza, M.D.
1857 Mission Drive
Naples, Florida 34109-7103; and

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Cynthia M. Bozza, R.N.
1857 Mission Drive
Naples, Florida 34109-7103.

SIXTH: The name and address of the sole incorporator is:

Brian W. Bozza, M.D.
1857 Mission Drive
Naples, Florida 34109-7103.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 2nd day of June 2004.



Brian W. Bozza, M.D.
Sole Incorporator

I, Brian W. Bozza, M.D., having been designated to act as registered agent, hereby agree to act in this capacity.



Brian W. Bozza, M.D.
Initial Registered Agent