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FLORIDA PROFIT CORPORATION OR P.A.

Medi-Spas of America, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
MEDI-SPAS OF AMERICA, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

1. **Name.** The name of the corporation is **MEDI-SPAS OF AMERICA, INC.** (the "Corporation").

2. **Principal Business Address and Registered Office and Agent.** The principal office of the Corporation is located at 10412 Carroll Cove Place, Tampa, Florida 33612. The Registered Office's address is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602. The Registered Agent at such address is Darrell C. Smith.

3. **Purpose.** The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.

4. **Authorized Shares.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Twenty Million (20,000,000) shares of common stock, \$.001 par value per share (the "Common Stock"),

5. **Name and Mailing Address of Incorporator.** The name and mailing address of the incorporator is Darrell C. Smith, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

6. **Liability for Monetary Damages.** No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

7. **Indemnification.** The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6TH day of July, 2004.



Darrell C. Smith, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Medi-Spas of America, Inc.
2. The name and address of the registered agent and office are:

Darrell C. Smith
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

SIGNATURE: 

TITLE: Darrell C. Smith, Incorporator

DATE: July 6, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

Darrell C. Smith

DATE: July 6, 2004

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