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Florida Department of State

Division of Corporations

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**ARTICLES OF INCORPORATION
OF
DERMA LASER INTERNATIONAL U.S.A., INC.**

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the state of Florida.

ARTICLE I: NAME

The name of the corporation is:

DERMA LASER INTERNATIONAL U.S.A., INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the objectives and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To perform services and to engage in every aspect and phase of business under the laws of the State of Florida that a Florida corporation is authorized to render.

B. To invest and reinvest the funds of this corporation in real estate, mortgage, stocks, bonds or any other type of investment within the meaning of Chapter 607, Florida Statutes, as well as to acquire and own real and personal property.

C. To do each and every thing necessary and proper for the accomplishment of furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of

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Miami, Florida 33135
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the Corporation; and generally either alone or in the association with other corporation, forms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as might be amended from time to time.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$.10 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, or a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV: TERM OF EXISTENCE

The corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE V: ADDRESS

The initial street address of the principal office of the corporation in the State of Florida is: 2490 S.W. 24th Street, Miami, Florida 33145, and the Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI: DIRECTORS

The corporation shall have not less than one or no more than nine Directors initially. The member of the Directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VI: SUBSCRIBERS

The name and address of each subscriber of these Article of Incorporation is:

Jorge Recarey, President/Director
2490 S.W. 24th Street
Miami, Florida 33145

Federico Figueroa,, Vice President, Secretary/Director and Treasurer/Director
2490 S.W. 24th Street
Miami, Florida 33145

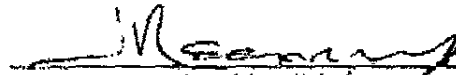
ARTICLE VII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made. The Directors of the corporation shall have the power to make or amend the by-laws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a direct lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

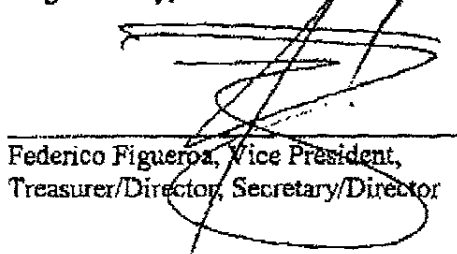
ARTICLE IX: REGISTERED OFFICE:

The street address of the initial registered office of the corporation shall be 2490 S.W. 24th Street, Miami, Florida 33145, and the name of the initial registered agent to the corporation is: Jorge Recarey.

IN WITNESS WHEREOF, I the undersigned being the agent for the original subscriber to the capital stock herein above named, for the purpose of forming a corporation to do business both within the State of Florida and outside the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying the facts states herein above set forth, and hereunto set my hand and seal this ____ day of August, 2004.



Jorge Recarey, President/Director



Federico Figueroa, Vice President,
Treasurer/Director, Secretary/Director

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVICED**

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

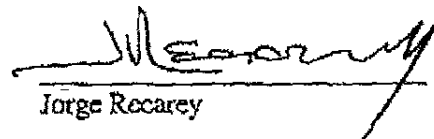
First Jorge Recarey and Federico Figueroa, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida has named:

Jorge Recarey

located at 2490 S.W. 24th Street, Miami, Florida 33145, County of Dade, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designed in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

Resident Agent:


Jorge Recarey

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STATE OF FLORIDA)
)ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared Jorge Recarey, to me known to be the person described as subscriber and who has produced the following form of identification Florida Drivers License and who executed the foregoing Articles of Incorporation and acknowledge before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 26 day of August, 2004.



Yvette M. Syfert
Notary Public
State of Florida at Large

MY COMMISSION EXPIRES:

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared Federico Figueroa to me known to be the person described as subscriber and who has produced the following form of identification Passport and who executed the foregoing Articles of Incorporation and acknowledge before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 26 day of August, 2004.



Yvette M. Syfert
Notary Public
State of Florida at Large

MY COMMISSION EXPIRES:

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