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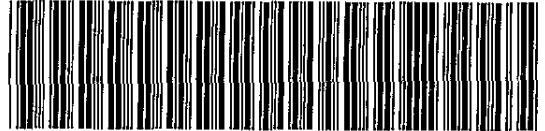
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CLERK OF STATE
TALLAHASSEE, FLORIDA

10-04-04
5

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Willow Medi-Spa, Inc.

Signature _____

Requested by: _____

Name _____

Date 10/1/04

Time 11:00

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

☒ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

ARTICLES OF INCORPORATION
OF
WILLOW MEDI-SPA, INC.

FILED
04 OCT -1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **WILLOW MEDI-SPA, INC.** and its principal place of business shall be located at **3810 Northdale Blvd, Suite 190, Tampa, FL 33624.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the primary purpose of aesthetic personal enhancement and any other lawful purpose

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **1000** shares of common stock without par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - DIRECTORS

Initially, this corporation shall have **three (3)** Director(s) who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Daniel Bender, M.D.	3810 Northdale Blvd., Suite 190, Tampa, FL 33624
Andrea Bender	3810 Northdale Blvd., Suite 190, Tampa, FL 33624
Kimberly Thomas	3810 Northdale Blvd., Suite 190, Tampa, FL 33624

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President: Daniel Bender	3810 Northdale Blvd., Suite 190, Tampa, FL 33624
Vice President: Andrea Bender	3810 Northdale Blvd., Suite 190, Tampa, FL 33624
CEO, Treasurer and Secretary: Kimberly Thomas	3810 Northdale Blvd., Suite 190, Tampa, FL 33624

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Robert D. Eckard, Attorney at Law	777 Alderman Road 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. No officer or director shall be personally liable for monetary

damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE X – RESTRAINT OF SHARES

The shareholders of this business shall have the power to include in the bylaws, or by separate agreement adopted by the majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as the relevant terms, condition(s) and detail(s) of the disposition shall be determined by the shareholders of the corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of such provisions is plainly noted on the certificate evidencing ownership of such stock. No shareholder may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the business, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE XI- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: September 30th, 2004

Incorporator:

By: 

ROBERT D. ECKARD,
Attorney at Law
777 Alderman Road
Palm Harbor, FL 34685
(727)772-1941
FBN: 0162655

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapters 48.091 and Chapter 607, Florida Statutes (2004 as amended) the following is submitted:

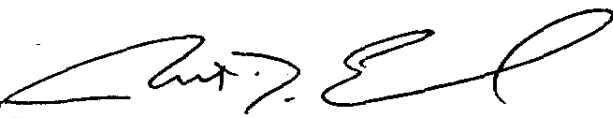
First, that **WILLOW MEDI-SPA, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **Robert D. Eckard, Attorney at Law at 777 Alderman Road, Palm Harbor, FL 34683** as its agent to accept service of process within Florida.

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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.

Dated: September 30th, 2004

By



ROBERT D. ECKARD
Attorney at Law
777 Alderman Road
Palm Harbor, FL 34685
(727)772-1941
Registered Agent

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04 OCT - 1 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA