

P041000168472

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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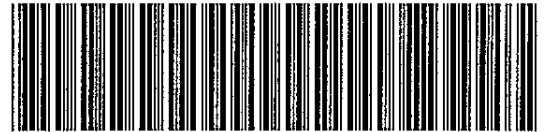
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Charles E. Gordon

Attorney and Counselor at Law

(407) 740-0999

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641 W. Fairbanks Avenue
Suite 214
Winter Park, Florida 32789

P.O. Box 1932
Winter Park, Florida 32790

December 13, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: Medspa One, Inc.

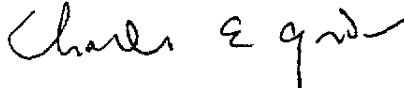
Dear Sir,

Enclosed please find an original and one copy of Articles of Incorporation for Medspa One, Inc. along with our check in the amount of \$78.75 which represents:

| | | |
|----|------------------------------|----------------|
| 1. | Filing Fee | \$35.00 |
| 2. | Registered Agent Designation | \$35.00 |
| 3. | Certified Copy | <u>\$ 8.75</u> |
| | | \$78.75 |

Please return a certified copy to this office.

Sincerely,



Charles E. Gordon, Esquire

CEG/jb
Enclosures

**ARTICLES OF INCORPORATION
OF
MEDSPA ONE, INC.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Medspa One, Inc.

ARTICLE II - DURATION

As provided in Chapter 607 of the Florida Statutes, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series, as that which he already holds, 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 - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Meredith Simpson and the initial principal address and registered office of this corporation is 1288 Michigan Avenue, Winter Park, Florida 32789.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either increase or decrease from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Meredith Simpson
1288 Michigan Avenue
Winter Park, Florida 32789

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Meredith Simpson
1288 Michigan Avenue
Winter Park, Florida 32789

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLES X - AMENDMENT

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

ARTICLE XI - INDEMNIFICATION

In addition to any right and duties under the applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees, agents and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees and costs, incurred in connection with any action taken or failed to be taken by the directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.


IN WITNESS WHEREOF, I have subscribed my hand and seal this 15 day
of Dec. 2004.



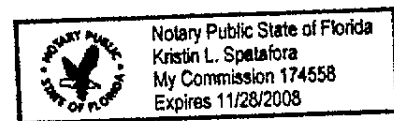
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Meredith Simpson, who is personally known to me or who has produced Driver's License as identification, and known to be the person who executed the foregoing Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal of office in the state and county aforesaid on this 13th day of Dec 2004.



NOTARY PUBLIC
Kristin L. Spatafore
Print:
My Commission Expires:



Having been named the registered agent to accept service of process on behalf of the above-styled corporation at the place designated in the Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes in all matters pertaining thereto.



MEREDITH SIMPSON