

FROM

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Florida Department of State
Division of Corporations
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA
2005 JUN 14 A 9:00
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FLORIDA PROFIT CORPORATION OR P.A.

Adult Acne Centers, Inc.

D. WHITE JUN 15 2005

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FROM

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2005 JUN 14 A 9:00

**ARTICLES OF INCORPORATION
OF
ADULT ACNE CENTERS, INC.**

SECRETARY OF STATE
TAMPA, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of ADULT ACNE CENTERS, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

ARTICLE 1

Name

The name of the Corporation is: ADULT ACNE CENTERS, INC.

ARTICLE 2

Purpose

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE 3

Principal Office and Mailing Address

The address of the Principal Office of the Corporation and its mailing address is 4890 West Kennedy Boulevard, Suite 255, Tampa, Florida 33609. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE 4

Capital Stock

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 100,000 shares, all of which shares shall be voting Common Stock having a par value of \$0.001 per share, designated "Common Stock." Pursuant to Section 607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA.

ARTICLE 5

Shareholder Action

Except as otherwise required by the FBCA, an affirmative vote of greater than fifty percent (50%) of the shares of Voting Common Stock of the Corporation shall be required for any Shareholder action.

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ARTICLE 6
Board of Directors

There shall initially be two (2) members of the Board of Directors, who shall serve until the first meeting of the shareholders of the Corporation. The initial members of the Board of Directors are as follows:

Joseph Acebal
4890 West Kennedy Boulevard
Suite 255
Tampa, Florida 33609

Richard D. Mikles
4890 West Kennedy Boulevard
Suite 255
Tampa, Florida 33609

Hereafter, the number of directors of the Corporation may be fixed in accordance with the Bylaws of the Corporation.

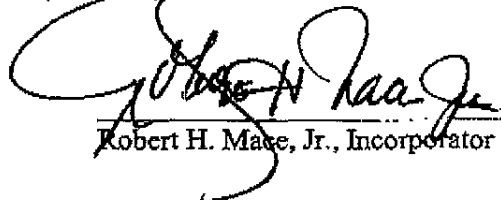
ARTICLE 7
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F & L Corp.

ARTICLE 8
Incorporator

The name and address of the sole Incorporator of the Corporation is: Robert H. Mace, Jr., Foley & Lardner LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 14th day of June, 2005.


Robert H. Mace, Jr., Incorporator

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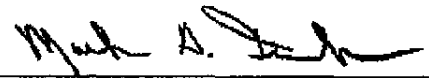
**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 14th day of June, 2005.

F & L CORP.

By:



Name: Martin A. Traber

Title: Vice President

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TALLAHASSEE, FLORIDA

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