

P07000115489

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

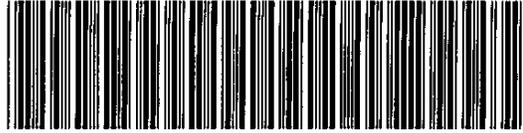
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900110962539

10/19/07--01043--002 \*\*78.75

F.I.L.D.  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 OCT 19 PM 3:25

*J* 10/22/07

LAW OFFICES OF  
**WILLIAM J. KANANACK**

1825 RIVERVIEW DRIVE  
MELBOURNE, FL 32901

TELEPHONE (321) 768-2001  
FACSIMILE (321) 676-0729  
wj@reinmanlaw.com  
wj@wjklaw.com

October 15, 2007

Department of State  
Division of Corporations  
PO Box 6237  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 OCT 19 PM 3:25

Re: ELAN ESTHETICS, INC.

To Whom It May Concern:

I have enclosed for processing by the Department of State, Division of Corporations, one original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-referenced corporation. Also enclosed is a check for seventy-eight and 75/100 dollars (\$78.75) made payable to the Department of State to cover the cost of filing the Articles and for a certification as to their authenticity.

Please call me if you have any questions.

Thank you.

Sincerely yours,



William J. Kananack

**ARTICLES OF INCORPORATION  
OF  
ELAN ESTHETICS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

07 OCT 19 PM 3:25

ARTICLE I

NAME

The name of the Corporation is ELAN ESTHETICS, INC., ("Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 141 E. Claridge Street, Satellite Beach, FL 32937.

ARTICLE III

PURPOSE OF CORPORATION

The general nature of the business transacted by Corporation and the purposes for which this Corporation is formed are as follows:

A. To engage in every phase and aspect of the business as determined by the Board of Directors from time to time including, without limitation, the manufacture, design, construction, ownership, use, purchase, sale or lease, of articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary to the operation of the Corporation.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall commence as of the date these Articles are filed with the Florida Department of State, Division of Corporations. Thereafter, the Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V

CORPORATE CAPITALIZATION

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$.01 per share.

B. The Board of Directors of the Corporation may authorize, from time to time, the issuance of shares of common stock for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in these Articles of Incorporation, as amended, the Bylaws of the Corporation, or the applicable provisions of Chapter 607 of the Florida Statutes.

ARTICLE VI

VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE VII

REGISTERED AGENT

The Registered Agent of the Corporation shall be Joan Thomas, whose business office is identical with the Corporation's registered office set forth below.

ARTICLE VIII

ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation is 141 E. Claridge Street, Satellite Beach, FL 32937.

ARTICLE IX

BOARD OF DIRECTORS

A. The business of this Corporation shall be managed by the Board of Directors. The Board of Directors shall have one (1) Director.

B. The number of Directors may be either increased or diminished from time to time by the Bylaws, adopted by the shareholders or Directors, but shall never be less than one (1).

C. The name and street addresses of the initial members of the Board of Directors to hold office for the next calendar year, or until successors are elected or appointed and have been qualified, are:

| <u>Name</u> | <u>Street Address</u>                               |
|-------------|---|
| Joan Thomas | 141 E. Claridge Street<br>Satellite Beach, FL 32937 |

ARTICLE X

BYLAWS

The power to adopt, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the shareholders. The Board of Directors shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XI

INDEMNIFICATION

This Corporation shall to the fullest extent permitted by law, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs, and the indemnification provided for herein shall not be deemed exclusive of any other rights

to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to actions in an official capacity, or to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XII

SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organizational Meeting of the Corporation.

ARTICLE XIII

INCORPORATOR

The name and addresses of the Incorporator filing these Articles of Incorporation with the Secretary of State is as follows:

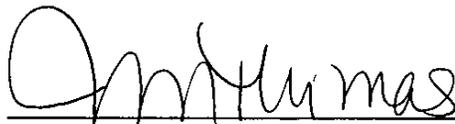
| <u>Name</u> | <u>Street Address</u>                               |
|-------------|---|
| Joan Thomas | 141 E. Claridge Street<br>Satellite Beach, FL 32937 |

ARTICLE XIV

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter permitted by the Florida Statutes.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on this 15<sup>th</sup> day of October, 2007.

  
\_\_\_\_\_  
JOAN THOMAS, INCORPORATOR

**STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

The name of the Corporation is:

**ELAN ESTHETICS, INC.**

The name and street address of the initial registered agent is:

Name

Joan Thomas

Street Address

141 E. Claridge Street  
Satellite Beach, FL 32937

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 OCT 19 PM 3:25

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment and agree to act in the capacity of the registered agent of **ELAN ESTHETICS, INC.**; at the initial registered office of this Corporation as set forth above. 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 this 15 day of October, 2007

  
\_\_\_\_\_  
Joan Thomas