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TALLAHASSEE, FLORIDA
10 MAY 27 AM 11:55

8 McKnight MAY 28 2010

SHUMAKER
Shumaker, Loop & Kendrick, LLP

Bank of America Plaza 813.229.7600
101 East Kennedy Boulevard 813.229.1660 fax
Suite 2800
Tampa, Florida 33602

www.slk-law.com

MEREDITH D. LUKOFF
813.221.7153
mlukoff@slk-law.com

May 25, 2010

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

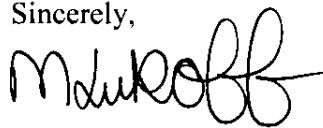
Re: Articles of Incorporation - Venus Mini Med Spa Countryside, Inc.

Dear Sir or Madam:

Please find enclosed for filing the Articles of Incorporation for Venus Mini Med Spa Countryside, Inc. together with Shumaker, Loop & Kendrick's check number 98149 in the amount of \$78.75 as payment of the filing fee, designation of registered agent, and cost of a certified copy.

Thank you in advance for your attention to this matter. Please do not hesitate to call me if you have any questions.

Sincerely,



Meredith D. Lukoff

MDL/gad
Enclosures

**ARTICLES OF INCORPORATION
OF
VENUS MINI MED SPA COUNTRYSIDE, INC.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and other laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be Venus Mini Med Spa Countryside, Inc.

ARTICLE II

TERM OF EXISTENCE

The duration of this Corporation shall be perpetual until dissolved according to law.

ARTICLE III

CORPORATE PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STRUCTURE

The maximum number of shares of stock that this Corporation is authorized to issue at any one time is 100 shares of common stock, having a par value of \$1.00 per share. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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TALLAHASSEE, FLORIDA
10 MAY 27 AM 11:55

ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent of this Corporation shall be Ronald A. Christaldi. The street address of the initial registered agent of this Corporation shall be Shumaker, Loop & Kendrick, LLP, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

ARTICLE VI

PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is Post Office Box 15348, Sarasota, Florida 34277. The street address of the principal office of the Corporation is 3135 Dawson Street, Sarasota, Florida 34239.

ARTICLE VII

BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) director. Except for the number constituting the initial Board of Directors, the election of directors shall be decided by majority vote of the shareholders.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his or her successor is elected and qualified, or until his or her resignation, removal from office, or death is:

Name:

Mindy Clarke

Address:

993 E. Moorhead Circle, Apt. 2K
Boulder, Colorado 80305

ARTICLE IX

VOTING

The method of voting on corporate matters shall be as set forth in the Bylaws.

ARTICLE X

INCORPORATOR

The name and street address of the incorporator is:

Mindy Clarke
993 E. Moorhead Circle, Apt. 2K
Boulder, Colorado 80305

ARTICLE XI

BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XII

INDEMNIFICATION


The Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

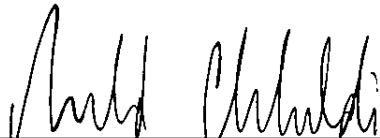
These Articles of Incorporation or any provision herein may be amended, changed or repealed at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 21st day of May, 2010.


Mindy Clarke
as INCORPORATOR

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Registered Agent-Ronald A. Christaldi

May 21, 2010
Date

10 MAY 27 AM 11:55

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TALLAHASSEE, FLORIDA