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Miami, February 10, 1995

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Fla. 32314

RE: ZAPPI AND ZAPPI M.D. CORPORATION.

Dear Sirs:

Enclosed please find Articles of Incorporation of the above captioned corporation, together with our check in the amount of \$ 80.00 representing the filing fee thereof and a photocopy fee.

If same is in order, I would appreciate your returning a copy to us. Please use the photocopy sent by us.

Very truly yours,



Marco A. Duran
1820 Sw 82 Ave
Miami Fl. 33155

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95 FEB 15 AM 11:23
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ZAPPI AND ZAPPI M.D. Corporation

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the laws of State of Florida.

ARTICLE I - NAME

The name under which this corporation will conduct its business and be known and recognized is:

ZAPPI AND ZAPPI M.D. Corporation

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be: MEDICAL AND SKIN CARE and Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$1.00) par value common stock. The amount of capital with which the corporation shall begin business shall not be less than ONE HUNDRED (\$ 100.00) dollars, or such greater amount as may be required by law.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by written consent of all its shareholders or an act of the corporation to take that effect takes place.

ARTICLE V - ADDRESS

The initial place of business address of this corporation in the state of Florida is:

10251 NORTH WEST 3RD STREET
PEMBROKE PINES, FL 33026

The registered office address for this corporation in the State of Florida will be:

10251 NORTH WEST 3RD STREET
PEMBROKE PINES, FL 33026

Its registered agent:

NAOMI ZAPPI

The board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - SHAREHOLDERS

Shareholder meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the board of Directors.

ARTICLE VII - DIRECTOR.

This corporation shall have one Director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of corporation, and any person who serve at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to

which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

the rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if her were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
NAOMI ZAPPI	10251 NORTH WEST 3RD STREET PEMBROKE PINES, FLORIDA 33026
RAUL E. ZAPPI	SAMI

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

NAME	ADDRESS
NAOMI ZAPPI	10251 NORTH WEST 3RD STREET PEMBROKE PINES, FL 33026
RAUL E. ZAPPI	SAME.

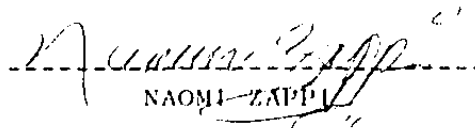
ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provision as might be lawfully contained in the original articles at the time of the amendment.

A charter amendemnt requiered the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and sign this 8TH day of FEBRUARY 1995.


NAOMI ZAPPI

STATE OF FLORIDA)
COUNTY OF DADE) S S:

BEFORE ME, the undersigned authority, personally appeared

to me well know and known to me to be individuals described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade county, Florida.

Date: February 10th, 1995.

Margarita C. Duran

Notary Public of Florida at Large

Margarita C. Duran

CC305239



MARGARITA C. DURAN
My Commission CC305239
Expires Aug. 30, 1997
Bonded by ANB
800-892-5878

FILED

95 FEB 15 AM 11:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First --- That ZAPPI AND ZAPPI CORPORATION
desiring to organize under the laws of State of Florida
with its principal office, as indicated in the Articles
of Incorporation at Pembroke Pines, County of Broward, State
of Florida has named, NAOMI ZAPPI -----
located at 10251 N.W. 3RD STREET City of PEMBROKE PINES,
County of Broward, State of Florida, as its agent to accept
services of process within State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above state corporation, at place designated in this
certificate, I hereby accept to act in this capacity
and agree to comply with the provision of said Act
relative to keeping open said office.

By

Naomi Zappi
(Resident Agent)