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 PUBLIC ACCESS SYSTEM
 ((H96000003971)) ELECTRONIC FILING COVER SHEET
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 DEPARTMENT OF STATE PO BOX 14610
 STATE OF FLORIDA
 409 EAST GAINES STREET FT LAUDERDALE FL 33302-4610
 TALLAHASSEE, FL 32399 CONTACT: KATHY E RASLER
 FAX: (904) 922-4000 PHONE: (305) 763-1200
 FAX: (305) 523-1952

((H96000003971)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: ENDERMOLOGIE RESEARCH AND DEVELOPMENT, INC.
 FAX AUDIT NUMBER: H96000003971 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 03/19/1996 TIME REQUESTED: 15:12:57
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076247002423

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ENDERMOLOGIE RESEARCH AND DEVELOPMENT, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: ENDERMOLOGIE RESEARCH AND DEVELOPMENT, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 3101 North Federal Highway, Suite 301, Fort Lauderdale, Florida 33306.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

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IRA MARCUS, ESQ., BAR # 134741
Atlas, Peariman, Trop & Borkson, P.A.
200 E. Las Olas, Suite 1900
Ft. Lauderdale, FL 33301
(954) 766-7843

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.0001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
c/o Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are:

Nathalie Guitay
3101 North Federal Highway, Suite 301
Ft. Lauderdale, Florida 33306

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Michael Van Weldon
3101 North Federal Highway, Suite 301
Ft. Lauderdale, Florida 33306

The persons named as Initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Ira Marcus, Esq., c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

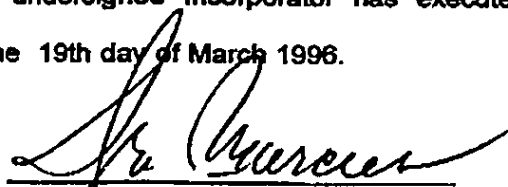
ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 19th day of March 1996.


Ira Marcus, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

ENDERMOLOGIE RESEARCH AND DEVELOPMENT, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 3101 North Federal Highway, Suite 301, Ft. Lauderdale, Florida 33308 has named South Florida Registered Agents, Inc., whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, FL 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.,
a Florida corporation

By: Beverly F. B.

FILED
96 MAR 19 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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