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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: FAS-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI FL 33166-1150
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BIOACTIF ESTHETICS, INC.
FAX AUDIT NUMBER: H96000010595
DATE REQUESTED: 07/31/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
7/31

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96 JUL 31 PM 1:07
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

BioActif Esthetics , Inc.

ARTICLE I

CORPORATE NAME

The name of this corporation is : BioActif Esthetics, Inc.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERMS OF EXISTENCE

This corporation shall have perpetual existence commencing on August 1st. , 1996

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be the following ,which address, the Board of Directors from time to time may move to any other address in the State of Florida:

Mary L. Reguera - 717 Ponce de Leon Blvd Suite # 303 , Coral Gables Fl 33144

Prepared by: Mary L. Reguera
1040 S.W. 85th Ct.
Miami, Fl 33144
(305) 442-9040

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI**BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by shareholders, but shall never be less than one.

ARTICLE VII**INITIAL DIRECTOR**

The name of the initial directors of this corporation and the street address are:

Mary L. Reguera	1040 S.W. 85 Ct. Miami, Fl 33144
Aldo M. Reguera	1040 S.W. 85 Ct. Miami, Fl 33144

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successor are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Mary L. Reguera 1040 S.W. 85 Ct. Miami, Fl. 33144

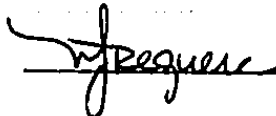
ARTICLE IX**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at the shareholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X**PREEMPTIVE RIGHTS**

The shareholders of this corporation shall have preemptive rights.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation, this 31st day of July 1996.



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 807.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BIOACTIVE ESTHETICS, INC.
2. The name and address of the registered agent and office is: Mary L. Bravura
1040 S.W. 85 COURT
(P.O. BOX NOT ACCEPTABLE)
MIAMI, FL 33144
(CITY/STATE/ZIP)

SIGNATURE

M. Bravura
(corporate officer)
TITLE PRESIDENTDATE 7-31-96

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 807.325, FLORIDA STATUTES.

SIGNATURE

M. Bravura
DATE 7-31-96

REGISTERED AGENT FILING FEE: