



THE UNITED STATES  
CORPORATION  
COMPANY

P97000052467

ACCOUNT NO. : 072100000032

REFERENCE : 42733 81236A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : June 13, 1997

ORDER TIME : 9:26 AM

800002211358--5

ORDER NO. : 427337-005

CUSTOMER NO: 81236A

CUSTOMER: M. Lanning Fox, Esq  
WARNER FOX SEELEY & DUNGEY  
ATTORNEYS, P.A.  
1100 South Federal Highway  
P. O. Drawer 6  
Stuart, FL 34994

DOMESTIC FILING

NAME: FACE TO FACE AESTHETIC CENTER,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

8N JUN 13 1997

FILED  
97 JUN 13 PM 12:08  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 13 AM 10:43  
DIVISION OF CORPORATION

FILED

97 JUN 13 PM 12:08

SECRET  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FACE TO FACE AESTHETIC CENTER, INC.

ARTICLE I  
NAME

The name of this corporation shall be: FACE TO FACE  
AESTHETIC CENTER, INC.

ARTICLE II  
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting  
any or all lawful business.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of  
\$1.00 par value common stock. This class of stock shall have  
unlimited voting rights and be entitled to receive the net assets  
of the corporation upon its dissolution.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this  
corporation is:

1100 South Federal Highway  
Stuart, FL 34994

The name of the initial registered agent of this corporation  
at that address is:

M. Lanning Fox

**ARTICLE VI**  
**DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than four (4). The names and addresses of the initial Directors of this corporation are:

Marcia A. Beaumont  
379 N.E. Tradewind Lane  
#1407  
Stuart, FL 34996

Dr. Shawn T. Engebretsen  
2126 N.W. Fork Road  
Stuart, FL 34994

Dr. Sorrell I. Strauss  
821 East Ocean Boulevard  
Suite A  
Stuart, FL 34994

Dr. James E. Strauss  
821 East Ocean Boulevard  
Suite A  
Stuart, FL 34994

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these articles

is: M. Lanning Fox  
1663 N.W. Dove Court  
Stuart, FL 34994

**ARTICLE VIII**  
**CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE IX  
PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X  
AMENDMENTS

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 a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI  
ADDRESS OR PRINCIPAL OFFICE

The principal office and the mailing address of this corporation shall be:

821 East Ocean Boulevard  
Suite A  
Stuart, FL 34994

IN WITNESS WHEREOF, the undersigned incorporator has

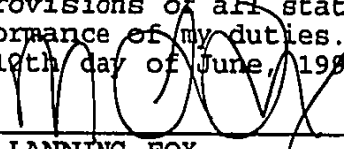
... executed these articles of incorporation this 12th day of June, 1997.

  
M. LANNING FOX

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, Face to Face Aesthetic Center, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 12th day of June, 1997.

  
M. LANNING FOX  
Registered Agent

kim/forme/llf

ESP 11:17  
91 JUL 13 PM 12:08  
TALLAHASSEE, FLORIDA