

**EDWARDS & CARSTARPHEN**  
A Partnership of Professional Associations  
Attorneys & Consultants

DEBORAH MORDECAI EDWARDS  
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OF COUNSEL  
KIRK DE LEON

\* NOT LICENSED IN FLORIDA. LICENSED IN THE DISTRICT OF COLUMBIA AND NEBRASKA

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Sent Via: Federal Express

July 14, 1997

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Florida Secretary of State  
Corporate Records Bureau  
409 East Gains Street  
Tallahassee, Florida 32399

Re: Incorporation of: THE REGENESIS GROUP, INC.

Gentlemen:

Enclosed please find an Original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50 for the following:

\$35.00 Filing Fee

\$35.00 Certificate Designating Registered Agent

\$52.50 Certified Copy of the Articles.

Thank you for your assistance in this matter. Should you need to contact me please call me at (305) 442-2249. I have enclosed a return FedEx envelope in order to expedite return of the filed articles.

Sincerely,

*Dulce Gomez*  
Dulce Gomez

dg  
Encls.

*Dmc*  
*7/16/97*

FILED  
97 JUL 15 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE REGENESIS GROUP, INC.

FILED  
97 JUL 15 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE REGENESIS GROUP, INC.

The address of the principal office of this corporation shall be 9999 N.E. 2nd Avenue, Suite 300, Miami Shores, Florida 33138, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may transact or engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

This maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 9999 N.E. 2nd Avenue, Suite 300, Miami Shores, Florida 33138, and the name of the initial registered agent of the corporation is Al Townsel whose address is 9999 N.E. 2nd Avenue, Suite 300, Miami Shores, Florida 33138.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four (3) Directors, initially. The name and street address of the initial members of the Board of Directors are:

Alphonso D. Townsel  
9999 N.E. 2nd Avenue, Suite 300  
Miami Shores, Fl 33138

David E. Days  
9999 N.E. 2nd Avenue, Suite 300  
Miami Shores, Fl 33138

Newall J. Daughtrey  
9999 N.E. 2nd Avenue, Suite 300  
Miami Shores, Fl 33138

ARTICLE VIII. OFFICERS

The names and address of the initial officer(s) of the corporation who shall hold office for the first year of the corporation, or until his/her successors are elected or appointed are/is:

Alphonso D. Townsel  
President  
9999 N.E. 2nd Avenue, Suite 300  
Miami Shores, Fl 33138

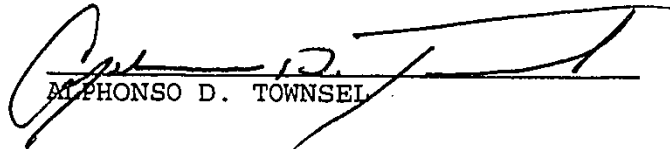
David E. Days  
Secretary/Treasurer  
9999 N.E. 2nd Avenue, Suite 300  
Miami Shores, Fl 33138

Newall J. Daughtrey  
Vice President  
9999 N.E. 2nd Avenue, Suite 300  
Miami Shores, Fl 33138

ARTICLE X. INCORPORATOR

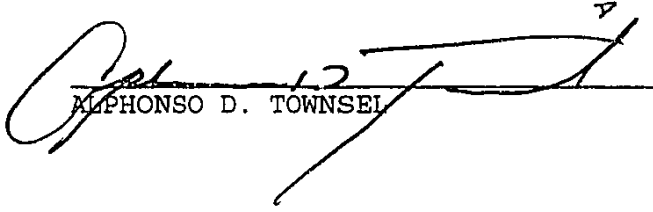
The name and street address of the incorporator to these  
Articles of Incorporation is: Alphonso D. Townsel  
9999 N.E. 2nd Avenue, Suite 300  
Miami Shores, Fl 33138

IN WITNESS WHEREOF, the undersigned has hereunto set her hand  
and seal on this        day of July, 1997.

  
ALPHONSO D. TOWNSEL

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION

ALPHONSO D. TOWNSEL, having a mailing address of 9999 N.E. 2nd  
Avenue, Suite 300, Miami Shores, Florida 33138 and having been  
designated as the Registered Agent in the above and foregoing  
Articles, is familiar with and accepts the obligations of the  
position of Registered Agent under Section 607.0505, Florida  
Statutes.

  
ALPHONSO D. TOWNSEL

FILED  
JUL 15 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA