

PA7000074979

Dear sirs:

AUGUST 16TH 97

This is the second original copy of the
Articles of Incorporation of the European Hair² and
Skin Laser Institute, Inc.

the first original copy was mailed
yesterday AUGUST 15TH with cheque No
for \$122.50 so they should both arrive at the
same time. thank you.

Jose Alberto Alex Jr. MD
3326 MARY STREET
SUITE 500
COCONUT GROVE
FLORIDA 33133

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~~W97-19281~~
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1997

JOSE ALBERTO ALEA JR. MD
3326 MARY STREET
SUITE 500
COCONUT GROVE, FL 33133

SUBJECT: EUROPEAN HAIR AND SKIN INSTITUTE, INC.
Ref. Number: W97000019281

We have received your document for EUROPEAN HAIR AND SKIN INSTITUTE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 397A00042137

ARTICLES OF INCORPORATION

OF

EUROPEAN HAIR AND SKIN LASER INSTITUTE, INC.

FILED

97 AUG 28 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be European Hair and Skin Laser Institute, Inc.

ARTICLE II

Purpose

This Corporation is organized for the following purposes; To perform cosmetic surgeries, using the latest laser and surgical techniques. Also for the development of a complete surgical center.

ARTICLE III

Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1,000) Shares of Common Stock, at a par value of (0.01 cents), per share to Alberto Alea Sr. and Jose Alberto Alea Jr., M.D.; at 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133, and the name of the initial registered agent of this Corporation at that address is Jose Alberto Alea Jr., M.D. .

ARTICLE VII

Initial Board of Directors

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the by-laws but shall never be less than (1). The names and addresses of the initial directors of this Corporation is as follows:

Jose Alberto Alea Jr., M.D., President, Treasurer
3326 Mary Street, Suite 500
Coconut Grove, FL. 33133

Alberto Alea Sr., Vice-President, Secretary
3326 Mary Street, Suite 500
Coconut Grove, FL. 33133

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or dictatorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officers, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm, or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such persons or persons, firm or corporation, and each and every person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be anyway interested.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:
Jose Alberto Alea Jr., M.D. , 3326 Mary Street, Suite 500, Coconut Grove, FL.
33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 16 day of August , 1997.

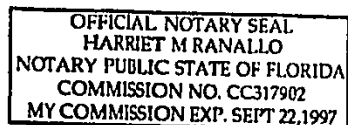
Jose Alberto Alea Jr. M.D.
Jose Alberto Alea Jr., M.D.
Incorporator
FL DL A400421 50 453

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the
State and County set forth above, personally appeared Jose Alberto Alea Jr.,
M.D. known to me and who has produced a driver's license as identification and
who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal, in the State and County aforesaid this 16 day of August, 1997.



By: Harriet M. Ranallo
HARRIET M. RANALLO
Notary Public
State of Florida at Large
Commission No:
My Commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT EUROPEAN HAIR AND SKIN LASER INSTITUTE, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS IN COCONUT
GROVE , STATE OF FLORIDA, HAS NAMED JOSE ALBERTO ALEA JR., M.D.
LOCATED AT 3326 MARY STREET, SUITE 500, COCONUT GROVE, FLORIDA,
33133, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

Jose Alberto Alea Jr. M.D.
JOSE ALBERTO ALEA JR., M.D.
Incorporator

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 PROVISION OF ALL STATUTES RELATIVE
TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

Jose Alberto Alea Jr. M.D.
JOSE ALBERTO ALEA JR., M.D.
Registered Agent
Date: 8/16/97

FILED
97 AUG 28 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA