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P97000/07598

Law Office

of

Robert Lee Ratliff III, P.A.

EFFECTIVE DATE

1-1-98

December 16, 1997

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, Florida 32301

Please Return
To ADAP

FILED
97 DEC 23 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via United States Priority Mail

200002380492--3

-12/23/97--01052--004
****122.50 ****122.50

Re: Microdermabrasion Systems International, Inc..

Gentlemen:

Please find enclosed:

1. Two (2) original copies of the Articles of Incorporation for the above referenced corporation.
2. A check in the amount of \$122.50, made payable to the Secretary of State for filing fees.
3. A check in the amount of \$10.00 made payable to Attorneys' Title Insurance Fund, Inc. to cover said fee.

You are hereby requested to file the enclosed Articles of Organization with the Secretary of State with an effective date of **January 1, 1998**, fax us a copy of the confirmation page, and mail the certified copy to this office.

Your assistance in this matter is greatly appreciated.

Sincerely yours,



Robert Lee Ratliff III

RLR:jme

enclosures

K. Rolfe

DEC 23 1997

2340 Periwinkle Way, Suite J-3, Sanibel Island, Florida 33957

Tel. (941) 395-1300

Fax (941) 395-1302

RECEIVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MICRODERMABRASION SYSTEMS INTERNATIONAL, INC.

EFFECTIVE DATE
1-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of this corporation shall be:

MICRODERMABRASION SYSTEMS INTERNATIONAL, INC.

The street address and mailing address of the principal office of this corporation shall be 4121 Gunnison Court, #1112, Estero, Florida 33928.

ARTICLE II

NATURE, PURPOSES AND POWERS

The general nature and purpose of the business or businesses to be transacted and which this corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of this corporation, shall be as follows:

1. To engage or transact in any lawful activity or business.
2. To carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same

extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of this corporation's powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service,

and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature and purpose of the business or businesses to be transacted by this corporation shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by the reference to or inference from the terms of any other clause. They shall each be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit this corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million shares of stock with a par value of One Cent (\$0.01).

ARTICLE IV
ADDRESS

The street address of the initial registered office of this corporation shall be 4121 Gunnison Court, #1112, Estero, Florida 33928, and the name of the initial registered agent of this corporation at that address is HUBERT LAM.

ARTICLE V
TERM OF EXISTENCE

The effective date of these Articles of Incorporation shall be January 1, 1998, and 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 this corporation

shall be managed and regulated under, the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director, initially. The number of directors may at any time and from time to time be increased or decreased (except there shall be no decrease in the event the Board of Directors consist of only one director) by action of the shareholders owning seventy-five (75%) percent or more of the authorized and issued shares of this corporation. The name and street address of the initial member of the Board of Directors of this corporation are:

HUBERT LAM

4121 Gunnison Court, #1112
Estero, Florida 33928

ARTICLE VIII

OFFICERS

The name and address of the initial officers of this corporation, who shall hold office for the first year of the corporation or until his successor is elected or appointed, are:

HUBERT LAM

President

4121 Gunnison Court, #1112
Estero, Florida 33928

PATRICIA LAM

Secretary, Treasurer

4121 Gunnison Court, #1112
Estero, Florida 33928

ARTICLE IX

INCORPORATOR

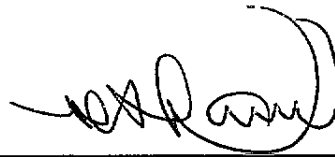
The name and street address of the incorporator to these Articles of Incorporation are:

HUBERT LAM

4121 Gunnison Court, #1112
Estero, Florida 33928

The undersigned, HUBERT LAM, being the incorporator of MICRODERMABRASION SYSTEMS INTERNATIONAL, INC., hereby certify that the foregoing constitutes the Articles of Incorporation of MICRODERMABRASION SYSTEMS INTERNATIONAL, INC.

Executed by HUBERT LAM at Sanibel Island, Florida, on the 12th day of November, 1997.

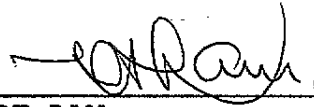


HUBERT LAM

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

HUBERT LAM having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of MICRODERMABRASION SYSTEMS INTERNATIONAL, INC., states that he is a resident of the state of Florida, his street address is identical

with the mailing and street address of this corporation and he is familiar with and accepts the obligations of the position of Registered Agent of MICRODERMABRASION SYSTEMS INTERNATIONAL, INC.



HUBERT LAM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA