

CHARLES PERRY, Attorney

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Clearwater, Florida 34615

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December 26, 1997

PP7000108929

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/30/97--01079--003
*****70.00 *****70.00

RE: Aesthetics International, Inc.

Dear Sir:

We do not need certified copy of the enclosed Articles of Incorporation.

Please stamp the filing information on the enclosed copy and return it to our office.

Please note that the designation of registered agent is contained in the articles themselves.

Thank you for your assistance in this matter.

Very truly yours,



Charles Perry

CP:js
Enc.

FILED
97 DEC 30 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corp\secst.ltr

Done
12/29/97

ARTICLES OF INCORPORATION

OF

Aesthetics International, Inc.

FILED
97 DEC 30 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is Aesthetics International, Inc.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to engage in any businesses or activities which are permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 10,000 shares of one dollar par value common stock.
5. The address of the corporation's initial registered office is 1100 Cleveland Street, Clearwater, FL 33755. The name of the registered agent at such address is Charles Perry.
6. The principal office of the corporation is located at 1210 Ewing Avenue, Clearwater, Florida 33756.
7. The number of directors constituting the initial Board of Directors is two, whose names and addresses are Kathy Roberts and Jerry Wickland, both of 1210 Ewing Avenue, Clearwater, FL 34756.
8. The name and address of the incorporator is Kathy Baird, 1100 Cleveland Street, #900, Clearwater, Florida 33755.
9. The Board of Directors shall have authority to adopt a seal and stock certificates for the use of the corporation.

10. The corporation shall indemnify each director to the fullest extent permitted by law.

11. Corporate existence shall begin on December 26, 1997. All corporate business conducted prior to the effective date is confirmed and ratified.

Kathy Baird
Kathy Baird/Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Kathy Baird, well known to me to be the person described in and who subscribed the forgoing Articles of Incorporation and did freely and voluntarily acknowledge before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Clearwater, in the county and state aforesaid on December 26, 1997.

Charles Perry
NOTARY PUBLIC
OFFICIAL NOTARY SEAL
CHARLES PERRY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CE53100
MY COMMISSION EXP. MAY 6, 2000

My commission expires:

Personally Known OR Produced Identification

Type of Identification Produced n/a

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901, Florida Statutes, the following is submitted:

1. Aesthetics International, Inc. has named Charles Perry as its agent to accept service of process within Florida. The designation is contained in the Articles of Incorporation of such corporation.

2. Having been so named to accept service of process for the above corporation, at the place designated in this certificated, I hereby agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED at Clearwater, Florida on December 26, 1997.



Charles Perry, Registered Agent

Registered Office:

1100 Cleveland Street, Suite 900
Clearwater, FL 33755

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA