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August 19, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32324

P98000074571

Re: North American Institute of Aesthetic Medicine, Inc.

500002623325--9
-08/24/98--01108--008
****122.50 ****122.50

Dear Sir:

Enclosed please find an original and two copies of Articles of Incorporation for the above, together with our check in the sum of \$122.50 covering the requisite filing fees.

Kindly file these documents, returning one copy to us in the enclosed prepared envelope.

Very truly yours

Brigitte Van Tassel
Brigitte Van Tassel, CLA
Legal Assistant to
William C. Potter, Esq.

BVT/b
Enclosures

FILED
98 AUG 24 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SD
8/26

ARTICLES OF INCORPORATION
OF
NORTH AMERICAN INSTITUTE OF AESTHETIC MEDICINE INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is NORTH AMERICAN INSTITUTE OF AESTHETIC MEDICINE INC.

ARTICLE II

The existence of the corporation shall begin upon the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 114 Sixth Avenue, Indialantic, Florida 32903.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 700 South Babcock Street, Melbourne, Florida 32901. The initial registered agent for the Corporation at that address is William C. Potter.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Samuel S. McClure, M.D.	114 Sixth Avenue Indialantic, FL 32903

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TALLAHASSEE, FLORIDA

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Samuel S. McClure, M.D.	114 Sixth Avenue Indianapolis, FL 32903

ARTICLE VIII

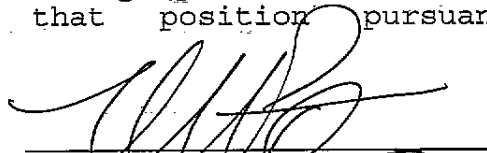
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19th day of August, 1998.


Name: Samuel S. McClure

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for NORTH AMERICAN INSTITUTE OF AESTHETIC MEDICINE INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).


Name: William C. Potter

Date: August 19th, 1998

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