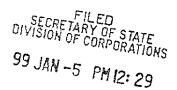
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THE UNITED STATES **CORPORATION** ACCOUNT NO.: 07210000032 REFERENCE: 087387 7173366 AUTHORIZATION: COST LIMIT : ORDER DATE: January 4, 1999 ORDER TIME : 1:39 PM ORDER NO. : 087387-005 CUSTOMER NO: 7173366 CUSTOMER: Mr. Aubrey T. Felton MR. AUBREY T. FELTON 700002731147-MR. AUBREY T. FELTON 8207-b Thames Blvd Boca Raton, FL 33433 DOMESTIC FILING SOUTH BEACH SKIN SYSTEMS, INC. NAME: EFFECTIVE DATE: XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

SOUTH BEACH SKIN SYSTEMS, INC.

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: SOUTH BEACH SKIN SYSTEMS, INC.

The address of the principal office of this corporation shall be 8207-B Thames Boulevard, Boca Raton, Florida 33433, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

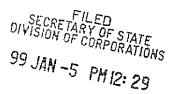
All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The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

Aubrey T. Felton Dir.

8207-B Thames Blvd Boca Raton, FL 33433

Debbie L. Dickey Dir.

Same



ARTICLE VII. INCORPORATOR

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

The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on January 5, 1999.

Its Incorporator, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, 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.

Its Agent, Karen B. Rozar

Authorized Service Representative Corporation Service Company

JCM/ANGIE GLISAR