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January 29, 1999

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for SSW Laser Hair Removal, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for SSW Laser Hair Removal, Inc. Also enclosed is check number 9733 in the amount of \$70.00 to cover the filing fee.

Please provide us with a file stamped copy of the Articles. Thank you for your help in this matter.

Very truly yours,

LWC

Louis W. Cheffy
For the Firm

LWC/bma
Enclosures

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FILED
99 FEB -1 AM 8:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

agc
2/14

ARTICLES OF INCORPORATION

OF

**SSW LASER HAIR REMOVAL, INC.
a Florida corporation**

FILED
99 FEB - 1 AM 8:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is SSW Laser Hair Removal, Inc., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 702 Goodlette Road North, Naples, Florida 34102, and the name of its initial Registered Agent at such address is Jon F. Strohmeyer. The principal office of the Corporation is located at 702 Goodlette Road North, Naples, Florida 34102.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of three (3) Directors whose names and addresses are:

Jon F. Strohmeyer
702 Goodlette Road North
Naples, Florida 34102

Cynthia R. Strohmeyer
702 Goodlette Road, Suite 200
Naples, Florida 34102

Joel Waltzer
702 Goodlette Road, Suite 200
Naples, Florida 34102

ARTICLE V

The name and address of the incorporator is:

Jon F. Strohmeyer
702 Goodlette Road North
Naples, Florida 34102

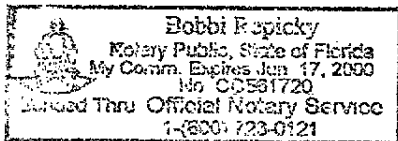
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 15 day of January, 1999.

INCORPORATOR:

Jon F. Strohmeyer

STATE OF FLORIDA)
)SS.
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 15 day of January, 1999, by Jon F. Strohmeyer, as Incorporator of SSW Laser Hair Removal, Inc., on behalf of said corporation. He is personally known to me.



Bobbi Repicky
NOTARY PUBLIC

Name: Bobbi Repicky
(Type or Print)

My Commission Expires: June 17, 2000

**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 607.0501, Florida Statutes, the following is submitted:

That SSW Laser Hair Removal, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 702 Goodlette Road North, Naples, Florida 34102, has named Jon F. Strohmeyer, at 702 Goodlette Road North, Naples, Florida 34102 as its agent to accept service of process within Florida.

SSW Laser Hair Removal, Inc.
a Florida corporation

Date: January 15, 1999

By: Jon F. Strohmeyer
Jon F. Strohmeyer, 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 provisions of all statutes relative to the proper and complete performance of my duties.

Date: January 15, 1999

Jon F. Strohmeyer
Jon F. Strohmeyer