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LEAVITT MANAGEMENT GROUP, INC.
LEAVITT MEDICAL GROUP, P.A.

Barry J. Clyman, Esq.
General Counsel

2600 Lake Lucien Drive, Suite 301 • P.O. Box 940699 • Maitland, FL 32794-0699 • (407) 875-2080 • (407) 875-9057 fax

MEDICAL HAIR RESTORATION • ADVANCED DERMATOLOGY • ADVANCED COSMETIC SURGERY

April 19, 1999

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

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*****78.75 *****78.75

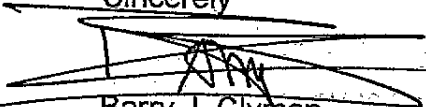
Attention: **New Filings Department**

Re: Articles of Incorporation and Certificate
JAFFE ACQUISITION, INC.

To whom this may concern:

Enclosed herein you will find a check in the amount of \$78.75, representing the charge for filing fees and a certified copy of the above Articles of Incorporation for **JAFFE ACQUISITION, INC.** Please file the enclosed Articles and assign a document number. If you require telephone contact, please feel free to call me at the telephone number indicated on this letterhead. Any responsive communication or mailings should be sent to my attention care of the above address.

Sincerely


Barry J. Clyman

FILED
99 APR 22 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JAFFE ACQUISITION, INC.**

FILED
99 APR 22 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

1. The name of the Corporation is JAFFE ACQUISITION, INC.

ARTICLE II-EFFECTIVE DATE AND DURATION

2. The effective date of incorporation shall be upon the filing of these ARTICLES OF INCORPORATION. The period of its duration is perpetual.

ARTICLE III-PURPOSE

3. The purpose for which the corporation is organized is to transact all lawful business for which companies may be organized under the laws of the State of Florida, and in order to properly prosecute the objects and purposes of such, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal.

ARTICLE IV-CAPITAL STOCK

4. It shall have authority to issue ten thousand [10,000] shares, all of one class, One Cent [\$0.01] par value.

**ARTICLE V-PRINCIPAL OFFICE
AND MAILING ADDRESS**

5. The address of the Principal Office of the Corporation, as well as its mailing address, is 2600 Lake Lucien Drive, Suite 301, Maitland, Florida 32751.

**ARTICLE VI-INITIAL REGISTERED OFFICE
AND AGENT**

6. The address of its initial registered office is: 2600 Lake Lucien Drive, Suite 301, Maitland, Florida 32751. The name of its initial registered agent at such address is Michael D. Leavitt.

ARTICLE VII-DIRECTORS

7. The number of Directors constituting its initial Board of Directors is two [2], whose names and addresses are:

Matt L. Leavitt
120 International Parkway, Suite 240
Heathrow, FL 32746

Michael D. Leavitt
2600 Lake Lucien Dr., Suite 301
Maitland, FL 32751

The number of Directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one [1].

ARTICLE VIII-INCORPORATOR

8. The name and address of the sole incorporator of the corporation is: Michael D. Leavitt, 2600 Lake Lucien Dr., Suite 301, Maitland, FL 32751.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 19 day of April, 1999.

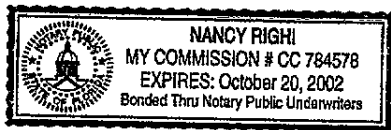
Sign: Michael D. Leavitt

Michael D. Leavitt
Incorporator

Print:
Michael D. Leavitt

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of APRIL, 1999, by Michael D. Leavitt, who is personally known to me or who has produced Drivers License as identification and who did take an oath.



Sign: Nancy Righi
NOTARY PUBLIC

Print: Nancy Righi
State of Florida at Large (Seal)
My Commission Expires: 10/20/2002

ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 19th day of April, 1999

Mike Leavitt
Michael D. Leavitt

FILED
99 APR 22 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA