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MARKS, GRAY, CONROY & GIBBS

PROFESSIONAL ASSOCIATION

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RICHARD P. MARKS (1876-1942)
SAM R. MARKS (1885-1973)
HARRY T. GRAY (1890-1975)
FRANCIS P. CONROY II (1912-1991)
DELBIDGE L. GIBBS (1917-1992)

1200 RIVERPLACE BOULEVARD
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July 21, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

200002939782--3
-07/23/99-01037-014
*****122.50 *****78.75

Re: Articles of Incorporation of GEMM Associates, Inc.

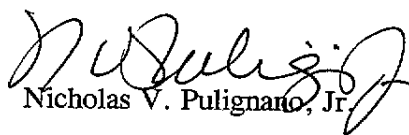
Dear Sirs/Ladies:

Enclosed is the original and one copy of the Articles of Incorporation and Registered Agent's Certificate for the above-captioned corporation. Please file the original of these documents and return a certified copy of the Articles and the Agent's Certificate receipt stamped to this office. Our check in the amount of \$122.50 is enclosed for filing costs.

Thank you for your assistance.

Very truly yours,

MARKS, GRAY, CONROY & GIBBS, P.A.


Nicholas V. Pulignano, Jr.

NVPjr/ch
Enclosures
cc: Martin A. Garcia, M.D.

FILED
99 AUG 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/24/99 TS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 29, 1999

MARKS, GRAY, CONROY & GIBBS
1200 RIVERPLACE BLVD., STE. 800
JACKSONVILLE, FL 32207

SUBJECT: GEMM ASSOCIATES, INC.
Ref. Number: W99000017598

We have received your document for GEMM ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 699A00038731

**ARTICLES OF INCORPORATION
OF
MMEG ASSOCIATES, INC.**

**ARTICLE I
NAME**

The name of this Corporation is MMEG ASSOCIATES, INC.

**ARTICLE II
NATURE OF BUSINESS**

This corporation is organized for the purpose of hair removal by coherent diode laser and such other business lawful business permitted under the laws of the State of Florida or any other state and of the United States.

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV
TERM OF EXISTENCE**

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

**ARTICLE V
PRINCIPAL OFFICE OF THE CORPORATION**

The principal office of the business of the corporation shall be 836 Prudential Drive, Suite 1103, Jacksonville, Florida 32207. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the State of Florida is 836 Prudential Drive, Suite 1103, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Martin A. Garcia. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Martin A. Garcia	836 Prudential Drive, Suite 1103, Jacksonville, FL 32207
Gerald H. Stenklyft, Jr.	836 Prudential Drive, Suite 1103, Jacksonville, FL 32207

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Martin A. Garcia	836 Prudential Drive, Suite 1103, Jacksonville, FL 32207

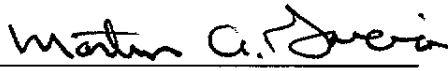
**ARTICLE IX
BYLAWS**

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

**ARTICLE X
AMENDMENTS**

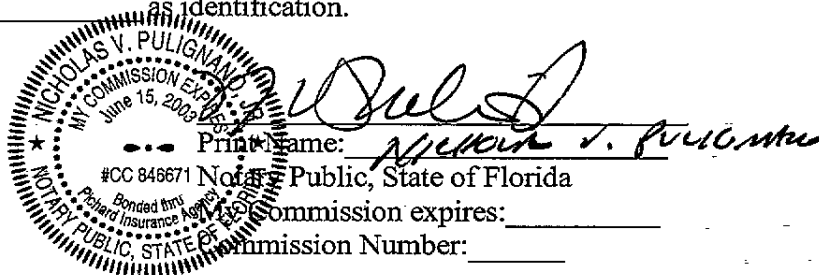
These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 17th day of August, 1999.


Martin A. Garcia

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of August, 1999, by Martin A. Garcia, who is personally known to me or who has produced _____ as identification.



**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MMEG ASSOCIATES, INC.**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon MMEG ASSOCIATES, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 837 Prudential Drive, Jacksonville, FL 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 17th day of August, 1999.

Martin A. Garcia
Martin A. Garcia, Registered Agent

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99 AUG 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA