



THE UNITED STATES  
CORPORATION  
COMPANY

P99000075764

99 AUG 24 AM 10:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 351695 8649A

AUTHORIZATION :

COST LIMIT : \$ 98.75

*Patricia Pignatelli*

ORDER DATE : August 24, 1999

ORDER TIME : 3:22 PM

ORDER NO. : 351695-005

900002969179--8

CUSTOMER NO: 8649A

CUSTOMER: Steven Labret, Esq  
STEVEN MICHAEL LABRET, P.A.  
STEVEN MICHAEL LABRET, P.A.  
226 Hillcrest Street

Orlando, FL 32801-1243

DOMESTIC FILING

NAME: ACADEMY OF ESTHETICS AND SPA  
THERAPIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

*PH 8/25/99*

RECEIVED  
99 AUG 24 PM 1:37  
TALLAHASSEE, FLORIDA

*Law Offices of  
Steven Michael LaBret, P.A.*

LL.M. IN TAXATION  
ALSO ADMITTED IN LOUISIANA  
AND MICHIGAN BARS

226 HILLCREST STREET  
ORLANDO, FLORIDA 32801-1243  
(407) 422-5819

FAX NO.  
(407) 423-7718

August 23, 1999

Ms. Jo Maynard, Supervisor  
Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

PERSONAL & CONFIDENTIAL

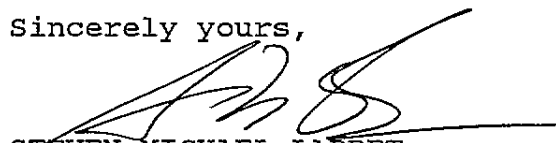
Re: Academy of Esthetics and Spa Therapies, Inc.  
Our Client: Philippe Hennessy  
Our File No.: 14-H-0017179-S-0014

Dear Ms. Maynard:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50. Please send a certified copy of the Articles of Incorporation to the undersigned.

If you have any questions, please feel free to call me at your convenience.

Sincerely yours,



STEVEN MICHAEL LABRET

SML/ao  
Encls.

ARTICLES OF INCORPORATION

FILED

OF

99 AUG 24 AM 10:33

ACADEMY OF ESTHETICS AND SPA THERAPIES, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s), desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

Article I - Name

The name of this corporation is ACADEMY OF ESTHETICS AND SPA THERAPIES, INC.

Article II - Duration

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

Article III - General Purpose

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

Article IV - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000), of which ten thousand (10,000) shares having a par value of One Cent (\$0.01) per share shall be shares of Class A voting common stock and ninety thousand (90,000) shares having a par value of One Cent (\$0.01) per share shall be shares of Class B non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B non-voting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B non-voting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B non-voting common stock in proportion to the number of shares held by the holders of such shares.

#### Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 226 Hillcrest Street, Orlando, Florida 32801; and the name of the initial registered agent of this corporation at that address is STEVEN MICHAEL LABRET.

#### Article VII - Initial Board of Directors

A. This corporation shall have two (2) director(s) initially.

B. The name and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

<u>Name</u>	<u>Address</u>
Philippe Hennessy	320 Fentress Boulevard Daytona Beach, FL 32114
Sylvie Hennessy	320 Fentress Boulevard Daytona Beach, FL 32114

Articles VIII - Incorporator

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

<u>Name</u>	<u>Address</u>
Steven M. LaBret	226 Hillcrest Street Orlando, Florida 32801

Articles IX - By-Laws

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

Article X - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida General Corporate Act.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

Article XII - Corporate Office

That principal office of the business is at 320 Fentress Boulevard, Daytona Beach, Florida 32114.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this \_\_\_\_ day of August, 1999.

  
STEVEN MICHAEL LABRET

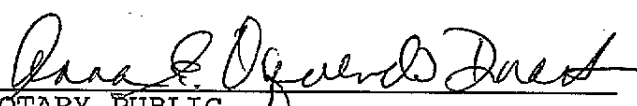
STATE OF FLORIDA  
COUNTY OF ORANGE

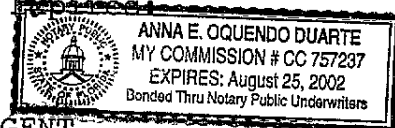
The foregoing instrument was acknowledged before me this 2nd day of August, 1999, by Steven Michael LaBret, who:

[ ☒ ] is (or are) personally known to me, or

[     ] has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

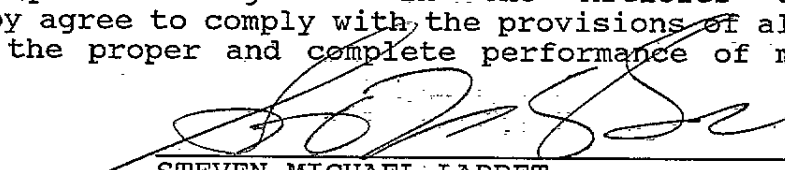
And he acknowledged before me that he read and executed the same and that the facts contained therein are true and correct.

  
NOTARY PUBLIC  
My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
STEVEN MICHAEL LABRET  
Registered Agent

FILED  
99 AUG 24 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA