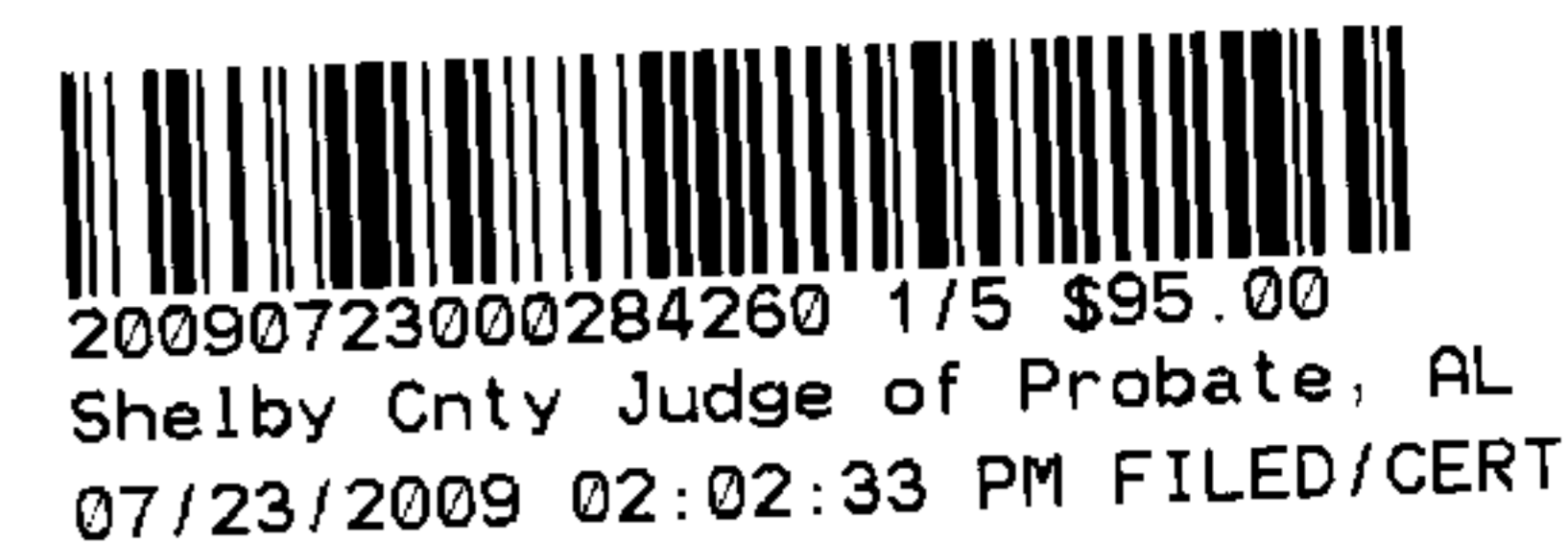


ARTICLES OF INCORPORATION
OF
MEDICAL SPAS OF AMERICA, INC.



THE UNDERSIGNED, acting as the Incorporator of a Corporation under the Alabama Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Medical Spas of America, Inc.

ARTICLE II


(a) The total number of shares which the Corporation shall have authority to issue is one hundred thousand (1,000) shares, consisting of one thousand (1,000) shares of common stock, par value of one cent (1.00) per share.

(b) All issued and outstanding shares have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one vote per share and (ii) the right to receive the net assets of the Corporation upon dissolution.

(c) No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares, or other securities convertible into shares, of the Corporation which it may sell, whether out of the number of shares now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

ARTICLE III

The street address of the initial registered office of the Corporation shall be 460 Riverhills Business Park, Birmingham, Alabama 35242 and the name of its initial registered agent at such address shall be Alex Y. Mims.


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ARTICLE IV

The name of the Incorporator is Alex Y. Mims. The address of the Incorporator is 460 Riverhills Business Park, Birmingham, Alabama 35242.

ARTICLE V

The names and addresses of the Board of Director(s) are Alex Y. Mims, 205 Bradberry Lane, Birmingham, Alabama 35242; Derendal A. Yadyasar, 205 Bradberry Lane, Birmingham, Alabama, 35242; Jerry B. Hankins, 920 Cove Circle, Hoover, Alabama 35244.

ARTICLE VI

The purposes for which this Corporation is organized are:

- (a) To own and operate medical spas.
- (b) To acquire bonds or stocks of this Corporation or otherwise, the good will, rights, assets and property; to undertake, guarantee or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation or otherwise; to hold, or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.
- (c) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision.
- (d) To have one or more offices to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description in any

of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony and country.

(e) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell transfer, or reissue the same.

(f) To enter into any plan or project for the assistance and welfare of its employees.

(g) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this Corporation.

(h) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

(i) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.


ARTICLE VII

A Director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a Director, except liability for (i) the amount of any financial benefit received by the Director to which he or she is not entitled;

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(ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act, as the same now exists or may hereafter be amended; (iv) an intentional violation of criminal law; or (v) a breach of the Director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a Director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. No amendment to or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, has executed these Articles of Incorporation on July 24, 2009.


Alex Y. Mims

Please send any and all notices pertaining to this corporation to:
Alex Mims
460 Riverhills Business Park
Birmingham, Alabama 35242

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Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Medical Spas of America, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Alex Mims, 460 Riverhills Business Park, Birmingham, AL 35242 for a period of one hundred twenty days beginning July 17, 2009 and expiring November 15, 2009.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

July 17, 2009

Date

Beth Chapman

Beth Chapman

Secretary of State

