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Alison Lundergan Grimes
Kentucky Secretary of State
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ARTICLES OF ORGANIZATION

OF

AESTHETICS TECHNOLOGIES, LIMITED LIABILITY COMPANY

KNOW ALL MEN BY THESE PRESENTS:

THAT THE UNDERSIGNED MEMBERS DO HEREBY FORM A LIMITED
LIABILITY COMPANY "LLC" PURSUANT TO CHAPTER 275 OF THE KENTUCKY REVISED
STATUTES, AND DOES HEREBY ADOPT THE FOLLOWING AS THE ARTICLES OF
ORGANIZATION OF THE LLC:

ARTICLE I

THE NAME OF THE LLC IS: AESTHETICS TECHNOLOGIES, LIMITED LIABILITY
COMPANY.

ARTICLE II

THE PERIOD OF DURATION OF THE LLC WILL BE PERPETUAL FROM THE
DATE OF FILING OF THESE ARTICLES OF ORGANIZATION WITH THE SECRETARY OF
STATE OF KENTUCKY, UNLESS SOONER DISSOLVED BY THE PROPRIETOR AS PROVIDED
BY STATUTE.

ARTICLE III

THE ADDRESS OF THE INITIAL REGISTERED OFFICE AND THE MAILING
ADDRESS OF THE PRINCIPAL OFFICE OF THE LLC IS 309 E. MARKET ST. #212
LOUISVILLE, KENTUCKY 40202. THE NAME OF THE REGISTERED AGENT IS
IT'S PRESIDENT, MARION R. RANKIN, III, WHOSE ADDRESS IS 309 E. MARKET ST. #212
LOUISVILLE, KY 40202. MARION R. RANKIN, III IS ALSO THE ORGANIZER.

ARTICLE IV

THE PURPOSE FOR WHICH THE LLC IS ORGANIZED IS TO ENGAGE IN THE
SALES AND DISTRIBUTION OF AESTHETIC PRODUCTS AND SERVICES.

ARTICLE V

THE LLC WILL BE MEMBER MANAGED. MARION R RANKIN III IS THE PRESIDENT
OF THE LLC, ANGELIA L INSCOE IS THE VICE PRESIDENT. THE BUSINESS OF THE LLC WILL
BE CONDUCTED UNDER MANAGEMENT OF IT'S MEMBERS. THE NAME AND ADDRESS OF
THE PRESIDENT IS MARION R. RANKIN, III 309 E. MARKET ST. #212, LOUISVILLE, KY 40202.
VICE PRESIDENT IS ANGELIA L INSCOE 3101 BROWNS MILL ROAD, #6-169, JOHNSON CITY,
TN 37604.

IN TESTIMONY WHEREOF, WITNESS THE SIGNATURES OF THE MEMBERS
OF AESTHETICS TECHNOLOGIES, LIMITED LIABILITY COMPANY, THIS _____ DAY OF
JANUARY, 2013.



MARION R. RANKIN, III



ANGELIA L INSCOE

COMMONWEALTH OF KENTUCKY

COUNTY OF JEFFERSON

SUBSCRIBED, SWORN TO, AND ACKNOWLEDGED BEFORE ME BY .
MARION R. RANKIN, III AND ANGELIA L INSCOE
THIS THE _____ DAY OF JANUARY, 2013.

NOTARY PUBLIC