

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, AND THE NAME OF THE INITIAL REGISTERED MEMBERS ARE PRESIDENT, MARION R. RANKIN, III, WHOSE ADDRESS IS 108 SPRUCE LANE LOUISVILLE, KY 40207-1701. ALSO VICE PRESIDENT, ANGELIA L INSCOE WHOSE ADDRESS IS 3101 BROWNS MILL ROAD, #6-169, JOHNSON CITY, TN 37604.


ARTICLE IV

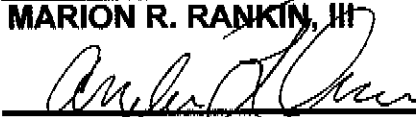
THE PURPOSE FOR WHICH THE LLC IS ORGANIZED IS TO ENGAGE IN THE SALES AND DISTRIBUTION OF AESTHETIC PRODUCTS AND SERVICES.

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 108 SPRUCE LANE, LOUISVILLE, KY 40207-1701. 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 18 DAY OF JANUARY, 2013.



NOTARY PUBLIC

