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PICK-UP WAIT MAIL

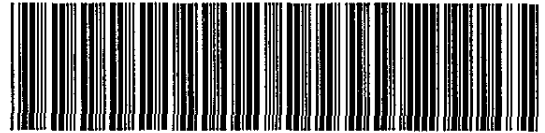
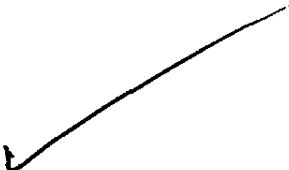
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN -8 AM 9:47

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: Tokyo Spa & Massage, Inc.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$87.50
Filing Fee & Certified Copy	Filing Fee Certified Copy & Certificate
Additional Copy Required	

FROM: Pilsoon Lee Smith

Name (printed or typed)

1885 S. US Highway 17 & 92

Street Address

Longwood, FL 32750

City, State & Zip

407-699-4400

Daytime Telephone No.

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
Tokyo Spa & Massage, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Tokyo Spa & Massage, Inc.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation.

To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 7,000 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation is to be at 1885 S. US Highway 17 & 92, Longwood, FL 32750. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT:	Pilsoon Lee Smith	1885 S. US Highway 17 & 92 Longwood, FL 32750
SECRETARY:	Pilsoon Lee Smith	1885 S. US Highway 17 & 92 Longwood, FL 32750
TREASURER:	Pilsoon Lee Smith	1885 S. US Highway 17 & 92 Longwood, FL 32750

ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefor are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Amount</u>
Pilsoon Lee Smith	1885 S. US Highway 17 & 92 Longwood, FL 32750	500	\$500.00

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date they are filed with the State of Florida, Division of Corporations.

ARTICLE XI - REGISTERED AGENT

The registered agent of this corporation shall be:

NAME

ADDRESS

Pilsoon Lee Smith

1885 S. US Highway 17 & 92
Longwood, FL 32750

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 6 day of JANUARY, 2004.

Pilsoon Lee Smith
Pilsoon Lee Smith
1885 S. US Highway 17 & 92
Longwood, FL 32750
407-699-4400

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN -8 AM 9:47

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STATE OF FLORIDA)
)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me this 6 day of January, 2004, by Pilsoon Lee Smith, who is personally known to me or who has produced driver's license as identification and who did take an oath. FL DL530-672-52-903-0



Kelly Kirkpatrick
Notary Public, State of Florida
At Large

My Commission Expires:

Having been named as Registered Agent and to accept Service of Process for the above-stated corporation at the place designated herein, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Pilsoon Lee Smith
Pilsoon Lee Smith
1885 S. US Highway 17 & 92
Longwood, FL 32750
407-699-4400

DATE: 01/06/2004