

796000073942
LAW OFFICES
NEWMAN AND TEMPKINS, P. A.

JOEL P. NEWMAN 1916-1989
HARRY TEMPKINS

SUITE 205
480 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
TEL. 534-8301
FAX. 534-8304

August 29, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: THE SPA AT CAMINO REAL, INC.

Gentlemen:

900001938789
-09/04/96--01151--012
****122.50 ****122.50

Enclosed please find the following:

1. Executed Article of Incorporation, with a copy for certifying;
2. Executed Registered Agent form which is attached to the Articles of Incorporation;
3. My check in the amount of \$122.50 to cover the cost of the following:


Filing fee.....\$35.00
Certified copy of Articles.... 52.50
Registered Agent Designation.. 35.00

Total: \$122.50

Please proceed with the above as soon as possible.

Thanking you, I am,

Very truly yours,


HARRY TEMPKINS
HT/Or
Encls.

SEP 6 1996

BSB

FILED
96 SEP -3 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

96 SEP -3 AM 10:26

THE SPA AT CAMINO REAL, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the Corporation shall be:

THE SPA AT CAMINO REAL, INC.

ARTICLE II

The principal place of business and mailing address of this Corporation shall be:

999 E. Camino Real
Boca Raton, Florida

ARTICLE III

To engage in every aspect and phase of each and every lawful business or operation permitted by the Laws of the State of Florida including but not limited to the right and power to manufacture, build, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, co-operative association, fraternal benefit society, state fair or exposition.

The corporation may engage and transact business of a real estate broker or agent, and in behalf of others to: buy; sell; deal in lease; rent and manage real estate and any interest therein.

The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

In general, to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

Any meeting of the stockholders or directors may be held within or without the State of Florida, at such place as the by-laws of the corporation may designate.

The corporation may keep the books of the company outside of the State of Florida, except as may otherwise be provided by law.

The corporation shall have full power and authority to enter into contracts or arrangements with any governmental authority, national, state or municipal, local or otherwise conducive to any of the purposes of this corporation.

Subject to the provisions of law, the company may purchase or otherwise acquire, hold and re-issue the shares of its capital stock.

The company may make by-laws not inconsistent with the Constitution of Laws of the United States, or of this state, or with these Articles of Incorporation.

It shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary and incidental to the powers herein specifically designated.

The stockholders shall have the power, either in the by-laws of the corporation or by contractual agreement between themselves, to make any provisions for cumulative voting and to make any limitations upon the sale, assignment, transfer, pledge, hypothecation or other disposition of the stock of the corporation, as to the stockholders of the corporation shall be necessary and/or proper, for the best interests of the corporation.

The stockholders shall have the power to manage the business of the corporation rather than the Board of Directors.

The Board of Directors may designate any officer of the corporation to engage in the sale of its own properties.

ARTICLE IV

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1000 shares of Common Stock at 50¢ (fifty cents) Dollar par value, which shall be designated "Common Shares".

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of 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 VII

The street address of the initial registered office of this corporation is 420 Lincoln Road, Suite 258, Miami Beach, Florida, and the name of the initial registered agent of this corporation at that address is Harry Tempkins, Esquire.

ARTICLE VIII

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1) Director. The name(s) and address(s) of the initial director(s) of this corporation is (are):

Patricia Bernard
c/o Harry Tempkins, Esquire
420 Lincoln Road/Suite 258
Miami Beach, Florida 33139

ARTICLE IX

Payment in full for said stock has been paid into the treasury of the corporation.

ARTICLE X

In furtherance and not in limitation of the powers conferred by the Laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a) To make and alter the by-laws at pleasure.

- b) To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ARTICLE XI

The name(s) and address(es) of each subscriber to these

Articles of Incorporation are:

Patricia Bernard
c/o Harry Tempkins, Esquire
420 Lincoln Road/Suite 258
Miami Beach, Florida 33139

ARTICLE XII

Cumulative voting may be permitted by the terms of the by-laws.

ARTICLE XII

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

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 2 day of August, 1996.

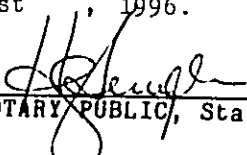

PATRICIA BERNARD

STATE OF FLORIDA)
COUNTY OF)

BEFORE ME, the undersigned authority, personally appeared Patricia Bernard to me well known to be the persons described in and who executed and subscribed the foregoing Articles of Incorporation, and she acknowledged, before me that she executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at County, Florida, this 2 day of August, 1996.

Dade


NOTARY PUBLIC, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
HARRY TEMPKINS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC52422
MY COMMISSION EXP. JAN. 26, 2000

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE SPA AT CAMINO REAL, INC.

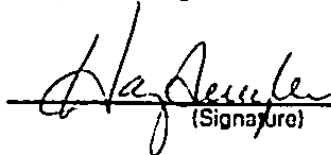
2. The name and address of the registered agent and office is:

HARRY TEMPKINS, Esquire
(Name)

420 Lincoln Road/Suite 258
(P.O. Box not acceptable)

Miami Beach, Florida 33139
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(Signature)

8/13/56
(Date)

FILED
96 SEP -3 AM 10:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE