

P98000101431

T R HERRERA FINANCIAL SERVICES, INC.

1451 NW 108TH AVENUE

SUITE #314

PLANTATION, FL 33322-6943

954-424-7161

FAX 954-424-6344

November 19, 1998

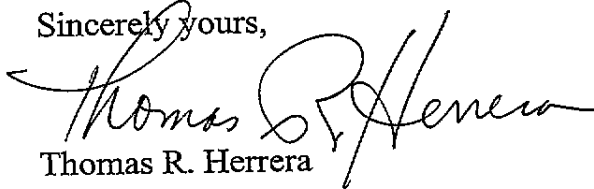
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/01/98--01046--008  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sirs:

Enclosed please find my client's check for \$122.50 to cover the incorporation fees on Spa Aqua Santa, Inc. Thank you for your kind cooperation in this matter.

Sincerely yours,

  
Thomas R. Herrera  
President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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cc: Ida Mari, President

12-7  
WS

**ARTICLES OF INCORPORATION  
OF  
SPA AQUA SANTA, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I.**

**CORPORATE NAME**

The name of the corporation shall be:

SPA AQUA SANTA, INC.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the corporation shall be:

272 EAST BOCA RATON ROAD  
BOCA RATON, FL 33432-4063

**ARTICLE III.**

**NATURE OF CORPORATE BUSINESS**

The corporation may engage in any business as allowed under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV.**

**CAPITAL STOCK**

This corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of one (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V.**

**TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE VI.**

**PREEMPTIVE RIGHTS**

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 prorata share thereof at the price at which it is offered to others.

**ARTICLE VII.**

**SPECIAL PROVISIONS**

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

**ARTICLE VIII.**

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

IDA MARI  
272 EAST BOCA RATON ROAD  
BOCA RATON, FL 33432-4063

**ARTICLE IX.**

**BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

**ARTICLE X.**

**INITIAL DIRECTORS**

The name and post office address of each member of the first Board of Directors is:

<b>Name</b>	<b>Address</b>
IDA MARI	272 EAST BOCA RATON ROAD BOCA RATON, FL 33432-4063

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

**ARTICLE XI.**

**OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

<b>Name</b>	<b>Address</b>
IDA MARI	272 EAST BOCA RATON ROAD BOCA RATON, FL 33432-4063


ARTICLE XII.  
INCORPORATOR

The name and post office address of the Incorporator executing these articles of Incorporation as follows:

IDA MARI  
272 EAST BOCA RATON ROAD  
BOCA RATON, FL 33432-4063

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98 DEC -1 PM 1:20

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

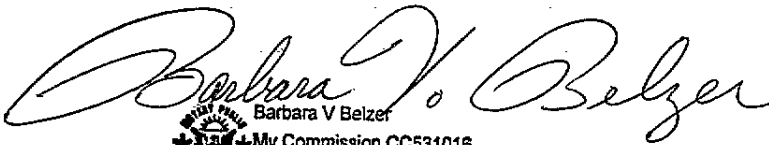
  
IDA MARI, Incorporator

STATE OF FLORIDA )  
COUNTY OF BROWARD )

Before me this 20 Day of NOV 1998 personally appeared who: ~~X~~ is personally known to me ~~X~~ has produced proper identification and who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he she executed said Articles of Incorporation.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
IDA MARI, Registered Agent

  
Barbara V Belzer  
My Commission CC531016  
Expires February 8, 2000