

CT CORPORATION SYSTEM

F02000000717

CORPORATION(S) NAME

Aqua MassageXpress, Inc.

FILED
02 FEB -8 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 FEB -8 AM 11:14
DIVISION OF CORPORATION

BK

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/8/02

Order#: 5109135

400004896534--3
-02/08/02--01037--009

Ref#: *****78.75 *****78.75

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED
02 FEB -8 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Aqua MassageXpress, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Massachusetts 3. Applied for 69-0008982
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/01/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. PO Box 67174, Chestnut Hill, MA 02467
(Principal office address)
same
(Current mailing address)

8. To engage in the business of providing water massage services to the general public. And to engage in all activities permitted a corporation.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Kristen Betzger **KRISTEN BETZGER**
C T Corporation System ASSISTANT SECRETARY
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHMENT

President: Jay M. Bernten

Address: PO Box 67174

Chestnut Hill, MA 02467

Vice President: _____

Address: _____

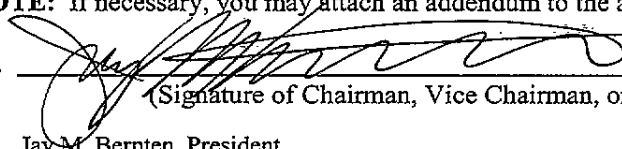
Secretary: _____

Address: _____

Treasurer: Jay M. Bernten

Address: PO Box 67174 Chestnut Hill, MA 02467

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jay M. Bernten, President
(Typed or printed name and capacity of person signing application)

FILED
02 FEB -8 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.	Full Name:	Jay M. Bernten
	Officer/Director:	Officer,Director
	Officer's Title:	President, Treasurer, Clerk
	Business Address:	PO Box 67174
	City:	Chestnut Hill
	State:	MA
	ZIP Code:	02467
2.	Full Name:	Michael Paris
	Officer/Director:	Officer
	Officer's Title:	Assistant Clerk
	Business Address:	% BRFG, 1 Financial Ctr.
	City:	Boston
	State:	MA
	ZIP Code:	02111



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

FILED
FEB - 8 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 1, 2002

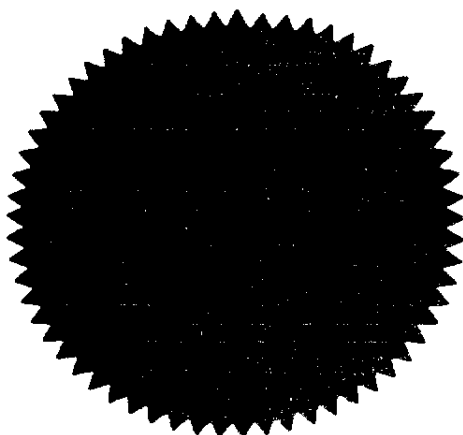
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

AQUA MASSAGEXPRESS, INC.

is a domestic corporation organized on **January 1, 2002**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

