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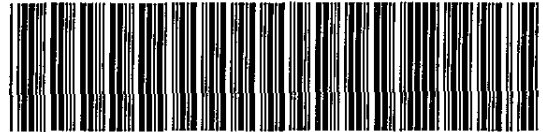
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PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AIRE SPA INTERNATIONAL, INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

CORY MANGO
(Name of Person)

AIRE SPA INTERNATIONAL, INC.
(Firm/Company)

2430 VANDERBILT BEACH ROAD SUITE 108
(Address)

NAPLES, FLORIDA 34109
(City/State and Zip code)

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For further information concerning this matter, please call:

CORY MANGO at (239) 777-1302
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



Cory Mango
Director of the Corporation
Aire Spa International, Incorporated
2430 Vanderbilt Beach Road
Suite 108 - # 333
Naples, Florida 34109
T: 239-777-1302
F: 239-593-6497

Friday, July 18, 2003

VIA: Fed-Ex

Ms. Diane Cushing
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Aire Spa International, Incorporated - Proper Registration in State of Florida as a Foreign Corporation

Dear Diane,

As we discussed several days ago, the purpose of this letter is to properly register Aire Spa International, Incorporated, a Nevada Corporation, as a Foreign Corporation in good standing with the State of Florida.

However, the current situation is a little more complicated than above stated. The following will provide you with a timeline of events that have occurred with Aire Spa International, Incorporated. Hopefully after you have read this letter with all of the enclosed attachments, the corporation will be registered & filed properly in Florida.

1 - Aire Spa International, Incorporated was incorporated in the state of Nevada on January 22, 2003. Attached is an original copy of the Corporate Charter, an original copy of the Articles of Incorporation and an amended list of Officers, Directors and Resident Agent. (Attachment A)

2 - On February 10, 2003, I originally attempted to register Aire Spa International, Inc as a Foreign Corporation, however, attached is a letter returned to me by Marsha Thomas. She informed me that original documents for the corporation were not submitted therefore the corporation was not filed as a Foreign Corporation. A copy of the paperwork & check is also attached. (Attachment B) - This check has been cashed and hopefully can be used towards the revised Foreign Corporation application.

3 - On March 24, 2003, an electronic filing for Articles of Incorporation was inadvertently submitted and filed with the State of Florida. My business partner Jacqui Sovel formed a Florida corporation, instead of trying to register Aire Spa as a Foreign corporation. Unfortunately, I was hospitalized for 4 weeks in February - March 2003, hence the mistake on the filing and the delay in trying to resolve these filing issues with the State of Florida. (Attachment C).

With all of the above being stated, below I am submitting per your advice the following forms along with the associated fee for the Dissolution only (I believe the state cashed check number 1001 back in March, 2003)

- "Profit Dissolution Form" - for the existing Florida Corporation
- Revised "Application by Foreign Corporation for authorization to transact business in Florida"

I will follow up with a phone call to you in the next few days to confirm that all of the enclosed paperwork is correct and the corporation can be filed properly. Please call me with any questions at 239-777-1302.

Thank you in advance for your cooperation.

Respectfully,

Cory Mango

CM/jl
attachments



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 14, 2003

CORY MANGO
2430 VANDERBILT BEACH ROAD STE. 108-255
NAPLES, FL 34109

SUBJECT: AIRE SPA INTERNATIONAL, INCORPORATED
Ref. Number: W0300004414

We have received your document for AIRE SPA INTERNATIONAL, INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 103A00010018

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

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

1. AIRE SPA INTERNATIONAL, INCORPORATED
(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. NEVADA 3. 74-3078811
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/22/2003 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. 404 WASHINGTON AVE. SUITE 150, MIAMI BEACH, FL 33139
(Principal office address)

2430 VANDERBIET BEACH RD. SUITE 108-255 - NAPLES, FL 34109
(Current mailing address)

8. SPA SERVICES
(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: CORY MANGO

Office Address: 2430 VANDERBIET BEACH RD. SUITE 108-255

NAPLES, Florida 34109
(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.

Cory Mango - CORY MANGO 2/12/03
(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.

03 JUN 13 AM 8:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: CORY MANGO

Address: 2430 VANDERBILT BEACH RD. SUITE 108-255
NAPLES, FLORIDA 34109

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: JACQUELYN SWEL

Address: 404 WASHINGTON AVE. SUITE 150, MIAMI BEACH, FL 33139

Vice President: PATRICK LIGHTLE

Address: 404 WASHINGTON AVE SUITE 150, MIAMI BEACH, FL 33139

Secretary: TERI D'AMICO

Address: 1941 N.E. 149TH STREET - NORTH MIAMI, FL 33181

Treasurer: CORY MANGO

Address: 2430 VANDERBILT BEACH RD - SUITE 108-255 NAPLES, FL

34109

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

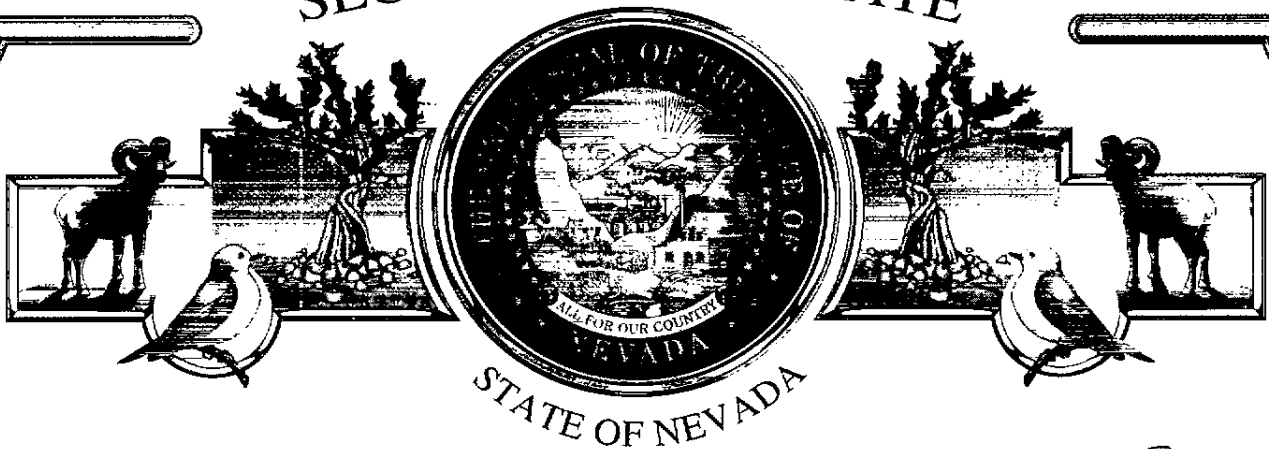
13. 

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

14. CORY MANGO 2/12/03

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
03 AUG 13 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **AIRE SPA INTERNATIONAL, INCORPORATED**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since **January 22, 2003**, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **July 24, 2003**.



Dean Heller

DEAN HELLER
Secretary of State

By

Angelica W. ...
Certification Clerk