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## TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

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-03/31/95--01005--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Pensacola School of Massage Therapy, Inc.  
(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:

Miranka Fountain, L.M.T.  
(Name of Person)  
Pensacola School of Massage Therapy, Inc.  
(Firm/Company)  
2324 Windstone Dr.  
(Address)  
Pensacola, FL. 32526  
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Miranka Fountain at (904) 438-8001  
(Name of Person) Area Code & Daytime Telephone Number

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### COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

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

1. Pensacola School of Massage Therapy, 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. Delaware 3. 59-3291902  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-21-94 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A - (School scheduled to open Sept. 1995)  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 2324 Windstone Dr.  
Pensacola, FL 32526  
(Current mailing address)

8. Massage school in Pensacola, FL.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Miranka Fountain

Office Address: 2324 Windstone Dr.

Pensacola, Florida, 32526  
(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.*

Miranka Fountain  
(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.

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

A. DIRECTORS

Chairman: Miranka Fountain

Address: 2324 Windstone Dr.  
Pensacola, FL. 32524

Vice Chairman: H

Address: \_\_\_\_\_

Director: H

Address: \_\_\_\_\_

Director: H

Address: \_\_\_\_\_

B. OFFICERS

President: Miranka Fountain

Address: 2324 Windstone Dr.  
Pensacola, FL. 32524

Vice President: H

Address: \_\_\_\_\_

Secretary: H

Address: \_\_\_\_\_

Treasurer: H

Address: \_\_\_\_\_

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

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

14. Miranka Fountain / President & CEO  
(Typed or printed name and capacity of person signing application)

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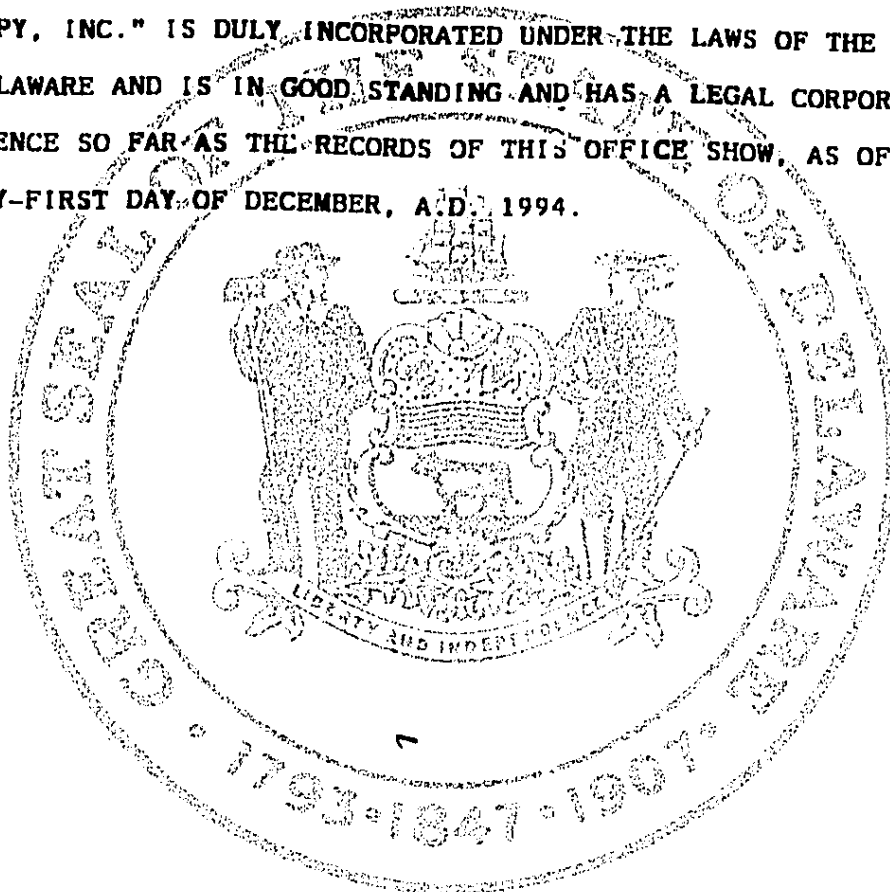
State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PENSACOLA SCHOOL OF MASSAGE THERAPY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1994.

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DIVISION OF CORPORATIONS



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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12-21-94

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STATE of DELAWARE  
CERTIFICATE of INCORPORATION  
A CLOSE CORPORATION

- FIRST: The name of this Corporation is Pensacola School of Massage Therapy, Inc.
- SECOND: Its Registered Office in the State of Delaware is to be located at Harvard Business Services, Inc. 25 Graystone Manor, in the City of Lewes County of Sussex Zip Code 19958. The Registered Agent in charge thereof is Harvard Business Services, Inc.
- THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, is to open and operate a Massage Therapy School in Florida.
- FOURTH: The amount of the total authorized capital stock of this corporation is ONE THOUSAND Dollars (\$ 1,000.00 ) divided into 1,000 shares of one Dollars (\$ 1.00 ) each.
- FIFTH: The name and mailing address of the incorporator are as follows:  
Name Miranka Fountain  
Mailing Address 2324 Windstone Dr.  
Pensacola FL Zip Code 32526
- SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.
- SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.
- EIGHT: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.
- I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 8th day of December, A.D. 19 94.

Miranka Fountain  
Incorporator