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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

600002433976--8
-02/18/98--01046--002
****131.25 ****131.25

SUBJECT: Great American BackRub, 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:

David L. West
(Name of Person)
Great American BackRub, Inc.
(Firm/Company)
4500 140th Ave No Suite 221
(Address)
Clearwater FL 33762
(City/State/Zip)

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

David L. West
(Name of Person) at (813) 532-4818
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

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

**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:*

1. Great American BackRub, 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. 59-3491045
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/4/97 5. "Perpetual"
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No transaction as of this date
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 4500 140th Ave No Suite 221
Clearwater FL 33762
(Current mailing address)

8. Retailing Service
(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: David L. West

Office Address: 4500 140th Ave No Suite 221

Clearwater, Florida, 33762
(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.


(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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box **NOT** acceptable)

Chairman: David L. West

Address: 4500 140th Ave No Suite 221
Clearwater FL 33762

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only- P. O. Box **NOT** acceptable)

President: David L. West

Address: 4500 140th Ave No Suite 221
Clearwater FL 33762

Vice President: _____

Address: _____

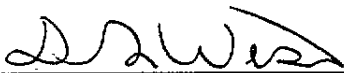
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. David L. West
(Typed or printed name and capacity of person signing application)

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GREAT AMERICAN BACKRUB, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

8796071

DATE:

12-08-97