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DIVISION OF CORPORATION

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FLORIDA PROFIT/NON PROFIT CORPORATION

Essentials Spa Park Condominium Association, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ESSENTIALS SPA PARK CONDOMINIUM ASSOCIATION, INC.

A Florida Not-For-Profit Corporation

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617, *Florida Statutes*, and certifies the following:

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be ESSENTIALS SPA PARK CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association" or "Corporation", and its duration shall be perpetual.

ARTICLE II - PURPOSE

In accordance with the provisions of Chapter 718, *Florida Statutes* (the "Condominium Act"), a condominium will be created upon certain lands in Brevard County, Florida, to be known as ESSENTIALS SPA PARK CONDOMINIUMS, a commercial condominium (the "Condominium"), according to a declaration of condominium (the "Declaration") to be recorded in the public records of Brevard County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, these Articles of Incorporation, the bylaws of the Corporation (the "Bylaws"), the Declaration and the Condominium Act, and to acquire land, convey and otherwise deal in and with real and personal property in the capacity of a condominium association.

ARTICLE III - POWERS

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the (i) common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration, (ii) powers conferred by the Condominium Act upon a condominium association, and (iii) full powers set forth in the Declaration which are lawful.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including but not limited to the following:

A. To operate and manage the Condominium and Condominium property in accordance with the purposes and intent contained in the Declaration; and,

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B. To make and collect assessments against members, to defray the costs of the Condominium, and to refund common surplus to members; and

C. To use the proceeds of assessments in the exercise of its powers and duties; and

D. To maintain, repair, and replace the Condominium property; and

E. To reconstruct improvements upon the Condominium property after casualty and to further improve the property;

F. To make improvements to the Condominium property, including but not limited to capital improvements;

G. To make and amend Bylaws for the Association, as well as rules and regulations respecting the use and appearance of the Condominium property; and

H. To pay all taxes and other assessments which are liens against the common elements;

I. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws and the regulations for the use of the Condominium property;

J. To provide for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted to it by the Condominium Act which are non-delegable, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association; and

K. To buy or lease both real and personal property for Condominium use, and to sell or otherwise dispose of property so acquired; and

L. To purchase insurance for the Condominium property and the protection of the Association and its members as unit owners, pursuant to the provisions of the Declaration of Condominium; and

M. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors or officers of the Association.

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Section 4. Limitations. The powers of the Association shall be subject to, and be exercised in accordance with the provisions of the Declaration which govern the use of the Condominium property.

ARTICLE IV - MEMBERSHIP

Section 1. Qualifications for Membership. All unit owners in the Condominium shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of a unit. If a member should transfer his unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and may not be issued.

Section 2. Voting. A member of the Association shall be entitled to one (1) vote for each whole integer multiple of ten (10) square feet in a Unit owned by the member. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

Section 3. Restriction. The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transformed in any manner except as an appurtenance to his unit.

ARTICLE V - OFFICERS

Subject to the direction of the board of directors of the Corporation (the "Board of Directors"), the affairs of the Association shall be administered by the officers, designated in the Bylaws, who shall serve until removed or until the first election at the first annual meeting of the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>
Michael F. Lesser	President
Michael J. Demers	Secretary
Michael J. Demers	Treasurer

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) directors. The first Board of Directors shall have three (3) members and the number of directors on subsequent Boards will be determined from time to time in accordance with the provisions of the Bylaws of the Association.

Section 2. Directors shall be elected by the voting members in accordance with the Bylaws at regular annual meetings of the membership of the Association, or as otherwise provided in, and in the manner set out, in the Bylaws. Subject to the Bylaws, directors shall be

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electd to serve for a term of two (2) years. In the event of a vacancy, the remaining director(s) shall appoint a replacement to serve the balance of the term.

Section 3. Riverside Partnership (hereinafter referred to as "Developer"). its grantors, successors or assigns, shall have the right for the periods of time hereinafter provided to appoint directors of the Association as follows:

A. Until the time that Developer has closed the sale of twenty-five percent (25%) of all the square footage in the units, Developer may appoint all members of the Board of Directors.

B. When unit owners, other than Developer, own twenty-five percent (25%) or more of all the square footage in all the units, the unit owners, other than Developer, shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

C. Unit owners, other than Developer, shall be entitled to elect not less than a majority of the members of the Board of Directors when the first of the following occurs:

1. Three (3) years after Developer has closed the sale of seventy-five percent (75%) of all the square footage in all of the Units; or

2. When Developer elects to terminate its control of the Association. As long as Developer holds for sale in the ordinary course of business five percent (5%) of the square footage in all of the Units, Developer shall be entitled to appoint not less than one (1) member of the Board of Directors.

D. Upon the occurrence of any of the aforesaid events, a special meeting of members will be held for the purpose of electing interim directors upon due and property notice in accordance with applicable law and the Bylaws of the Association. The special meeting, which shall be held when unit owners other than the Developer are entitled to elect a majority of directors, shall constitute the first annual meeting of the members of the Association.

E. Developer shall be entitled at any time to remove or replace any director originally selected by Developer. Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint.

F. Any employee or officer of a business entity owner, such as Developer, and an individual owner shall be eligible to serve as a director of the Association. The directors herein named shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by Developer.

G. All officers shall be elected by the Board of Directors in accordance with the Bylaws at regular, annual meetings of the Board of Directors to be held immediately following the annual meetings of the membership or as otherwise provided in the Bylaws. The Board of Directors shall elect a president, secretary, treasurer and such other officers as it shall deem desirable, consistent with the Bylaws. The president shall be elected from among the Board of Directors, no other officer need be a director.

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H. The following persons shall constitute the first Board of Directors and shall hold office and serve until removed or until their successors are elected at the first annual meeting of the member.

<u>Name</u>	<u>Address</u>
Dr. Michael F. Lesser, MD	930 S. Harbor City Blvd Melbourne, Florida 32901
Dr. Roger Bassin, MD	1600 W. Eau Gallie Blvd Melbourne, Florida 32935
Dr. David Pocoski, MD	930 S. Harbor City Blvd Melbourne, Florida 32901

ARTICLE VII - BY-LAWS

The Bylaws of the Association shall be adopted by the first Board of Directors. The Bylaws may be altered, amended, or rescinded only at duly called meetings of the members, in the manner provided in the Bylaws.

ARTICLE VIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX - TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for the reason that such relationship exists, or solely because the director or officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or

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transaction, or solely because said interested officer's or director's vote is counted for such Purpose. No director or officer of the Association shall incur liability solely by reason of the fact that said director or officer may be interested in any such contract or transaction.

Section 2. Interested officers and directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE X - INCORPORATOR

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Address</u>
James M. O'Brien	1686 W. Hibiscus Blvd Melbourne, Florida 32901

ARTICLE XI - AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not For Profit Corporation Act.

ARTICLE XII - REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be James M. O'Brien and the street address of the initial registered office of this Corporation in the State of Florida shall be 1686 W. Hibiscus Blvd, Melbourne, Florida 32901. The Board of Directors may from time to time move to the registered office to any other address in Florida.

ARTICLE XIII - PRINCIPAL OFFICE

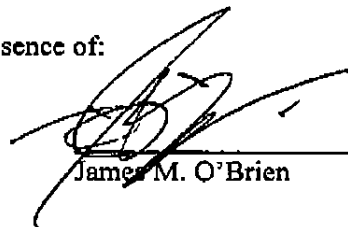
The principal office of the Corporation shall be located at 1705 Berglund Lane, Viera, Florida 32940. The mailing address of the Corporation shall be the same.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation at Melbourne, Florida this 12th day of September 2008.

Signed, sealed and delivered in the presence of:



Witness: Diane E. O'Brien



James M. O'Brien



Witness: Carol A. Elliman

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STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 12th day of September, 2008 by James M. O'Brien, the incorporator named therein who did not take an oath.



Rachel Stephens

Notary Public, State of Florida

Rachel Stephens

My Commission expires: August 21, 2009

Personally Known X OR Produced Identification _____

Type of Identification Produced: _____

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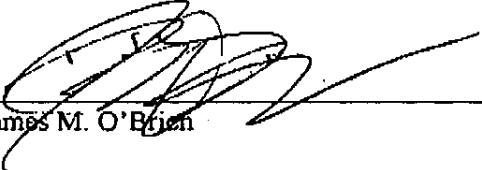
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, *FLORIDA STATUTES*, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAW OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is ESSENTIALS SPA PARK CONDOMINIUM ASSOCIATION, INC.
2. The name and address of the registered agent and office is: James M. O'Brien, 1686 W. Hibiscus Blvd, Melbourne, Florida 32901.

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


James M. O'Brien

Date: _____

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AND
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