

MARC A. KUPERMAN

ATTORNEY AT LAW

OFFICES AT PINECREST

7695 S.W. 104 STREET

SUITE 210

MIAMI, FLORIDA 33156

AREA CODE 305
TELEPHONE 663-3333
FAX 662-8787

P00000007567

January 11, 2000

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, FL 32314

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-01/18/00--01117--012
*****122.50 *****78.75

RE: FOUNDATION SPA, SALON & STUDIO, INC.

Gentlemen:

Enclosed please find the following:

1. Original and one copy of Articles of incorporation of Foundation Spa, Salon & Studio, Inc.
2. Check in the sum of \$122.50 representing the filing fee for the Articles of Incorporation as well as for the return of a certified copy to me.

FILED
00 JAN 18 PM 6:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you.

Sincerely yours,

Marc A. Kuperman

MARC A. KUPERMAN

MAK/pbb
Enclosures
WP:C:\WS\CORPORATIONS\SECRETARY.LTR

D. BROWN JAN 24 2000

**ARTICLES OF INCORPORATION
OF
FOUNDATION SPA, SALON & STUDIO, INC.**

FILED
00 JAN 18 PM 6:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, the undersigned incorporator hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

**ARTICLE I
NAME**

The name of this Corporation shall be **FOUNDATION SPA, SALON & STUDIO, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation shall be **7313 S.W. 59th Court, South Miami, Florida 33143.**

**ARTICLE III
NATURE OF BUSINESS**

This Corporation is being formed to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7695 S.W. 104 Street, Suite 210, Miami, Florida 33156 and the name of the initial registered agent of this Corporation is Marc A. Kuperman.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have not less than one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

MYRA PORTER
7313 S.W. 59th Court
Miami, Florida 33143

ARTICLE VIII
AMENDMENTS TO BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE IX
INDEMNIFICATION

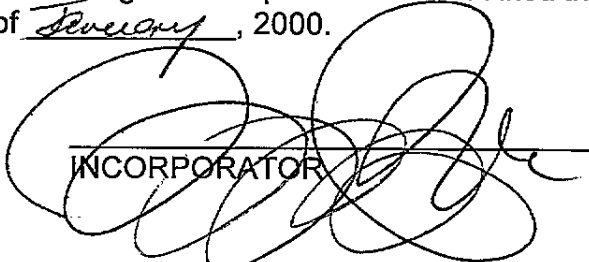
This Corporation shall indemnify any and all of its directors, officers, employees and agents to the fullest extent permitted by the Florida General Corporation Act.

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles is:

Myra Porter
5800 S.W. 93rd Street
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation on this 11th day of January, 2000.



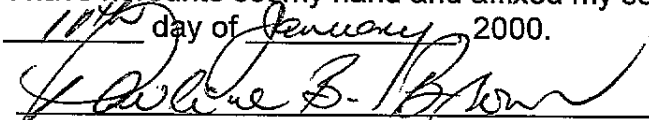
INCORPORATOR

ACKNOWLEDGMENT

STATE OF FLORIDA)
 : SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Myra Porter, who is personally known to me, and is known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged and did take an oath before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 11th day of January, 2000.

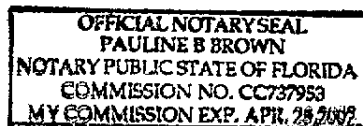


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

PAULINE B. BROWN

Printed name of notary public

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for **FOUNDATION SPA, SALON & STUDIO, INC.**, at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.



MARC A. KUPERMAN
REGISTERED AGENT

FILED
00 JAN 18 PM 6:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA