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The Law Offices of
Howard L. Schwartz, P.A.
1801 S. Federal Highway
Suite 245B
Delray Beach, Florida 33483

Howard L. Schwartz, Esquire
561-997-0000

Facsimile: 561-272-4001

Assistant: Susan Landesman
561-241-0000

March 1, 2000

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Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: SPA CITY, INC.

Dear Sir/Madam:

Enclosed, please find the original and one copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 for filing fees.

After filing, please return one certified copy of said Articles to this office.

If you have any questions, please contact me.

Very truly yours,
The Law Offices of
Howard L. Schwartz, P.A.

Howard L. Schwartz

Howard L. Schwartz
HLS/sl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SPA CITY, INC.**

WE, the undersigned, desiring to form a Corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

I. NAME

The name of the Corporation shall be SPA CITY, INC..

II. BUSINESS AND POWERS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida including but not limited to the following rights:

SECTION A: To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the Government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the corporation laws of this state.

SECTION B: To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency, or possession of the United States, and in any foreign country.

SECTION C: To borrow or raise money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of

and/or realize upon books of accounts and other choses in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this Corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interest in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this Corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount or otherwise dispose of any or all such bonds, debentures, notes or other obligations.

SECTION D: To lend money to other persons, partnerships, associations, and corporations, secured by mortgage or other lien on real estate, or pledge of security interests in personal property, or without security, but only to the extent permitted a business corporation under the corporation law of this state.

SECTION E: To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate

sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

SECTION F: To acquire by purchase, exchange, lease, or otherwise and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

SECTION G: To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

SECTION H: To invest and deal with the funds of this Corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association, or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers, and privileges of ownership, including among other things, the right to vote thereon for any and all purposes.

SECTION I: To enter into any partnership, limited or general, as a limited or general partner, or both, and to enter into any other arrangement for sharing profits, union of interest, reciprocal

concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.

SECTION J: To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any or all of the objects or purposes for which this Corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

SECTION K: From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this Corporation or of any corporation in which or in the welfare of which the corporation has an interest, and those actively engaged in the conduct of this Corporation's business in the profits of the corporation and its legitimate expenses, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social

services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

SECTION L: To cause or allow the legal title, or any estates, rights, or interests in any property owned, acquired, controlled, or operated by this Corporation to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of this Corporation, upon such terms or conditions which the Board of Directors may consider for the benefit of this Corporation.

SECTION M: To carry on any of the businesses hereinbefore enumerated for its own account, or for the account of others, and to act as agent for others with respect to any of such businesses and to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct, manage, or operate any lawful enterprise in relation to the foregoing.

SECTION N: To have one or more offices and to do each and every thing necessary or proper for the accomplishments of one or more of the purposes or the attainment of any one or more of the objects hereinbefore enumerated, or conducive to or expedient for the interest or benefit of the Corporation and, in general, to enjoy all the rights and privileges of the Corporation for profit governed by the laws of the State of Florida, it being expressly

provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner any other business or power of said Corporation.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be five hundred (500) shares of common stock having a par value of one (\$1.00) dollar per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in either corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

IV. MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than five hundred (\$500.00) dollars.

V. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

VI. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 130 West State Road 84, Ft. Lauderdale, FL 33315.

VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than nine (9).

VIII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified are:

NAME: _____ ADDRESS: _____

Paul Stovall	130 West State Road 84 Ft. Lauderdale, FL 33315
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IX. INCORPORATORS

The names and street addresses of the initial incorporator is:

NAME: _____ ADDRESS: _____

Paul Stovall	130 West State Road 84 Ft. Lauderdale, FL 33315
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X. ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporators of the Corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock to any other person, or to firms or corporation who may hereafter become subscribers to the capital

stock of the Corporation who, upon acceptance of such assignment, shall stand in lieu of the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

XI. MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including, without limitation, the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the Corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the Corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book, or document of the Corporation, except as conferred by the laws of the State of Florida.

SECTION D: To declare and pay dividends upon the shares of capital stock of the Corporation either out of net assets in excess of liabilities including capital or out of net earnings, and to direct

the use and disposition of such net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time an amount to be set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make lawful disposition of any paid-in capital or capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION G: To use or apply any funds of the Corporation lawfully available therefor for the purchase or acquisition of shares of the Capital stock or bonds or other securities of the Corporation, in the market or otherwise, at such price as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

SECTION H: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change one or more plan or plans for:

- 1) The issue or the purchase and sale of its capital stock or granting of options therefor to any or all of the employees, officers, or Directors of the Corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with

or without the right to vote thereon pending payment therefor in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise:

2) The participation by any or all of the employees, officers, or Directors of the Corporation, or of any subsidiaries in the profits of the Corporation, or of any subsidiaries, at the expense, wholly or in part, of the Corporation, of insurance against accident, sickness or death, pensions during old age, disability, or unemployment, or retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertability, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging or, granting a security interest in, or pledging of, as security therefor, any part or all the property of the Corporation, real or personal, including after acquired property.

XII. TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer of, or are the directors or officers of such other corporations, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any

such contract or transaction of the Corporation with any person or persons, firms or corporation in absence of fraud, shall be effected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to be interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

XIII. CUMULATIVE VOTING

At all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of Directors with respect to his shares, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

XIV. PRE-EMPTIVE RIGHTS

No shareholder of the Corporation shall have a pre-emptive right because of his shares to have first offered to him any part of the

presently authorized or to be authorized in the future, shares of the Corporation hereafter issued, optioned or sold, or any part of any debenture, bonds, notes, or securities of the Corporation convertible into shares hereafter issued, optioned or sold by the Corporation. This provision shall operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes or securities of the Corporation which may be convertible into shares, and also to defeat pre-emptive rights in any and all shares and classes of shares and securities convertible into shares which the Corporation may be hereafter authorized to issue by any amended certificate duly filed. Thus, any and all shares of the Corporation presently authorized, and any and all debentures, bonds, notes, shares, or securities of the Corporation which may be hereafter authorized, may at any time be issued, optioned, and contracted for sale, sold and disposed of by the direction of the Board of Directors as they may seem proper and advisable, without first offering such shares or securities or any part thereof to existing shareholders.

XV. INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself to is unlimited.

XVI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 130 W. State Road 84, Ft. Lauderdale, FL 33315 and the name of the initial registered agent of this Corporation at that address is Paul Stovall.

XVII. EFFECTIVE DATE

The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at 130 West State Road 84, Ft. Lauderdale, FL 33315, Broward County, Florida this 29 day of FEB, 2000.

Paul Stovall Pres (Seal)
Paul Stovall
Incorporator

Paul Stovall Pres (Seal)
Paul Stovall
Registered Agent

STATE OF FLORIDA)
COUNTY OF BROWARD)

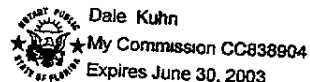
The foregoing instrument was acknowledged before me this 29 day of FEB, 2000, by Paul Stovall, who is personally known to me or who has produced DRIVERS LICENSES as identification and who did take an oath.

NOTARY PUBLIC:

sign:

print:

DALE KUHN
State of Florida at Large (Seal)
My Commission Expires:



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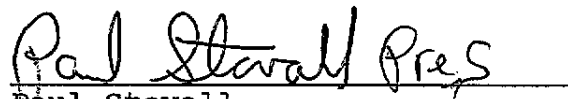
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Spa City, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 130 West State Road 84, Ft. Lauderdale, FL 33315, has named Paul Stovall, as its agent whose office address is 130 West State Road 84, Ft. Lauderdale, FL 33315, to accept service of process within this state.

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Paul Stovall
Registered Agent