

JEFFREY P. WHITTON

ATTORNEY AT LAW

TELEPHONE (850) 769-7040

565 HARRISON AVENUE

P. O. BOX 1956

PANAMA CITY, FLORIDA 32401

TELEFAX (850) 769-3014

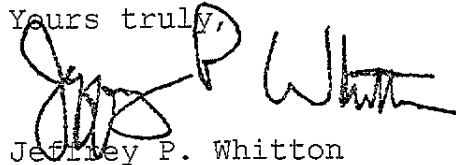
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APR 21 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Bay Massage Therapy, Inc.

Enclosed please find the original and a copy of the Articles of Incorporation for Bay Massage Therapy, Inc. Please return a file stamped copy to me in the enclosed envelope.

Yours truly,



Jeffrey P. Whitton

JPW/ch

Enclosure: Check No. 21660

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-04/26/00--01001--007
****122.50 *****78.75

FILED
00 APR 24 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 26 2000

ARTICLES OF INCORPORATION

OF

BAY MASSAGE THERAPY, INC.

FILED
00 APR 24 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Bay Massage Therapy, Inc. The principal place of business and mailing address of the corporation is 1714 West 23rd Street, Suite I, Panama City, FL 32405.

ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock, each share having the par value of \$1.00.

ARTICLE V

The street address of the initial registered officer of this corporation is 1714 West 23rd Street, Suite I, Panama City, Florida, 32405, and the name of the initial registered agent of this corporation at that address is Teresa Jermyn.

ARTICLE VI

This corporation shall have one director initially. 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:

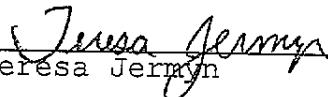
Teresa Jermyn
1714 West 23rd Street, Suite I
Panama City, FL 32405

ARTICLE VII

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

Teresa Jermyn
1714 West 23rd Street, Suite I
Panama City, FL 32405

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of April, 2000.

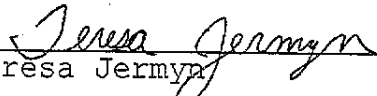


Teresa Jermyn

CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

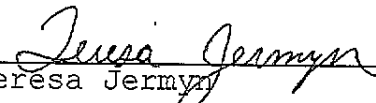
Bay Massage Therapy, Inc., desiring to organize under the laws of the State of Florida, has designated 1714 West 23rd Street, Suite I, Panama City, Florida, 32405, as its initial Registered Office and has named Teresa Jermyn, 1714 West 23rd Street, Suite I, Panama City, Florida, 32405, as its agent to accept service of process within this state.



Teresa Jermyn

ACKNOWLEDGEMENT

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



Teresa Jermyn

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA