

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

7000000043332

Sundance Spas of
Southwest Florida, Inc

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-05/01/00--01021--029
*****70.00 *****70.00

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<input type="checkbox"/>	Trade/Service Mark
<input type="checkbox"/>	Merger File
<input type="checkbox"/>	Art. of Amend. File
<input type="checkbox"/>	RA Resignation
<input type="checkbox"/>	Dissolution / Withdrawal
<input type="checkbox"/>	Annual Report / Reinstatement
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<input type="checkbox"/>	Certificate of Good Standing
<input type="checkbox"/>	Certificate of Status
<input type="checkbox"/>	Certificate of Fictitious Name
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<input type="checkbox"/>	UCC 1 or 3 File
<input type="checkbox"/>	UCC 11 Search
<input type="checkbox"/>	UCC 11 Retrieval
<input type="checkbox"/>	Courier

FILED
RECEIVED
00 MAY - 1 AM 11:56
00 MAY - 1 AM 10:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by: LS

5/1/00

9:30

Name

Date

Time

Walk-In

Will Pick Up

6. SMITH MAY 01 2000

ARTICLES OF INCORPORATION

OF

SUNDANCE SPAS OF SOUTHWEST FLORIDA, INC.

ARTICLE I: NAME

The name of this corporation is SUNDANCE SPAS OF SOUTHWEST FLORIDA, INC.

FILED
00 MAY -1 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II: TERM

This corporation shall commence to exist on the date of filing of these Articles with the Florida Department of State and shall exist perpetually or until legally dissolved.

ARTICLE III: PURPOSE

This corporation is organized for the following purposes:

- A. To sell, and service spas and spa accessories.
- B. To engage in conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing purposes or necessary or convenient to carry on the business of the corporation or to effect or promote the purposes for which the corporation is formed.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V: INITIAL BUSINESS OFFICE

The street address of the initial business office of this

corporation is 8486 S. Tamiami Trail, Sarasota, Florida, 34238, and the mailing address is the same.

ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 8486 S. Tamiami Trail, Sarasota, Florida, 34238.

ARTICLE VII: INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Dennis S. Silver, Esquire, whose address is 8486 S. Tamiami Trail, Sarasota, Florida, 34238.

ARTICLE VIII: DIRECTORS

This corporation shall have no directors initially.

ARTICLE IX: MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the officers of this corporation.

ARTICLE X: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are: Bruce H. Bachofer of 24 Long Branch Court, St. Peters, Missouri, shall serve as President and Treasurer.

Charles E. Rushing of 24 Long Branch Court, St. Peters, Missouri, shall serve as Vice President and Secretary.

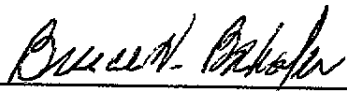
ARTICLE XI: INCORPORATORS

The names and address of the persons signing these Articles are: Bruce H. Bachofer, 24 Long Branch Court, St. Peters, Missouri, and Charles E. Rushing, 24 Long Branch Court, St. Peters, Missouri.

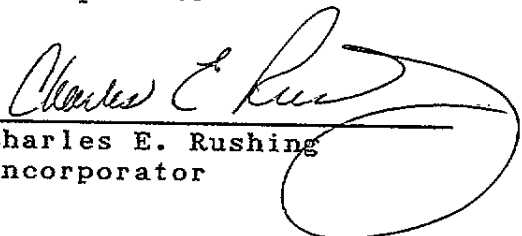
ARTICLE XII: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28 day of April, 2000.



Bruce H. Bachofer
Incorporator



Charles E. Rushing
Incorporator

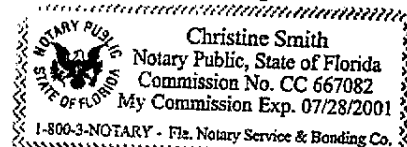
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
25th day of April, 2000, by Bruce H. Bachofer, who has produced a
Missouri driver's license as identification.

NOTARY PUBLIC:

Christine Smith
Christine Smith
My commission expires:

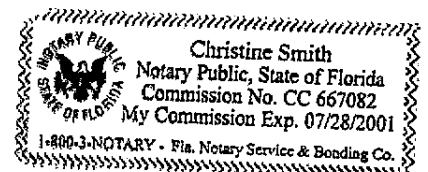
STATE OF FLORIDA
COUNTY OF SARASOTA



The foregoing instrument was acknowledged before me this
25th day of April, 2000, by Charles E. Rushing, who has produced
a Missouri driver's license as identification.

NOTARY PUBLIC:

Christine Smith
Christine Smith
My commission expires:



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation
at the registered office designated in the foregoing Articles of
Incorporation, the undersigned accepts the designation.

Dennis S. Silver
Dennis S. Silver
00 MAY -1 AM 11:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bacho.inc