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Florida Department of State

Division of Corporations

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EFFECTIVE DATE

5-18-00

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 541-3694

Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

ALL SPA, CORP.

Certificate of Status	0
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DIVISION OF CORPORATIONS
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B. McKnight MAY 19 2000

H00000027529**6****ARTICLES OF INCORPORATION****EFFECTIVE DATE****OF****5-18-00****ALL SPA, CORP.**

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: **ALL SPA, CORP.**

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- a. The general nature or the business to be transacted by the Corporation is the operation and promotion of the SPA business and any other activity thereof related.

PREPARED BY: **ELOY A. FERNANDEZ, ESQ.**
782 N.W. LE JEUNE ROAD, SUITE 632
MIAMI, FLORIDA 33126
BAR NO. 232181
PHONE: (305) 448-1200

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b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with Real or Personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity. d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

d: To do all and everything necessary and proper for the accomplishment of any of the purpose or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary incidental to the protection and benefit of the Corporation, and in general, either alone or in association wit the other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

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H000 00027529**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

**ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT.
PRINCIPAL OFFICE.**

The street address of the corporation's initial registered office and principal office is: 8755 SW 122 Street, Miami, Florida 33176 and the name of the initial registered agent of corporation at that office is: CARMEN SANCHEZ.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO Directors initially. The number of Director may be either increased or diminished from time to time by the bylaws. The names and address of the initial Director of this Corporation until the first annual meeting of shareholders or until his successors are elected and qualified are:

NAME:**ADDRESS:****CARMEN SANCHEZ****8755 SW 122nd Street, Miami, Florida 33176****ALVARO SANCHEZ****8755 SW 122nd Street, Miami, Florida 33176****H000 00027529**

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ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles are:

NAME:

ADDRESS:

CARMEN SANCHEZ

8755 SW 122nd Street, Miami, Florida 33176

ALVARO SANCHEZ

8755 SW 122nd Street, Miami, Florida 33176

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of May, 2000.


CARMEN SANCHEZ
ALVARO SANCHEZ

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, the undersigned authority, personally appeared CARMEN SANCHEZ and ALVARO SANCHEZ, who are the persons described in and who executed the foregoing Articles of Incorporation as the Incorporator and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth (/) who are personally known to me or (/) who have produced FLORIDA DRIVERS' LICENSES as identification.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said
County and State, this 18th day of May, 2000.

MY COMMISSION EXPIRES:


ELOY A. FERNANDEZ
NOTARY PUBLIC, STATE OF FLORIDA



HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:

ALL SPA, CORP., AT THE PLACE DESIGNATED IN THESE ARTICLES OF
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED THIS 18th Day of May, 2000


CARMEN SANCHEZ
REGISTERED AGENT

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