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PLEASE REPLY TO:

May 12, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
MAY 15 PM 4:19
DIVISION OF CORPORATIONS
FLORIDA
000003253200 --4
-05/15/00--01153--009
*****78.75 *****78.75

Gentlemen:

Enclosed is our check in the amount of \$ 78.75 and the Articles of Incorporation for Backrub Express Inc.

Please process this incorporation under today's date and return a certified copy of the articles to me.

Please advise should you have any questions or need anything further.

Very Truly Yours,



Mark J. Leeds

MJL/sgl
Encl.

D. BROWN MAY 19 2000

ARTICLES OF INCORPORATION

OF

Backrub Express Inc.

FILED
00 MAY 15 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Backrub Express Inc.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

Backrub Express Inc. will provide a wide range of chair massage services and stress relief products. We will provide fully clothed back, foot and head rubs for ten, twenty and thirty minutes, respectively.

We will sell massage and stress reduction products including oils, bath salts, holistic music, massage books, videos and electronic/mechanical stress reduction devices.

Also, to transact any and all business with the public as is authorized by the officers and directors of the company.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin on the date of filing and is to exist perpetually.

ARTICLE V

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 633 South Federal Highway, 8th Floor, Fort Lauderdale, Florida 33301. The Board of Directors may from time to time move its principal office to any other address in Florida.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

This name and address of the member of the first Board of Directors is:

NAME

ADDRESS

Scott A. Douglas

633 South Federal Highway,
8th Floor
Fort Lauderdale, Florida 33301

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Scott A. Douglas

633 South Federal Highway
8th Floor
Fort Lauderdale, Florida 33301

ARTICLE IX

INITIAL REGISTERED AGENT AND

INITIAL REGISTERED OFFICE

The name of the initial registered agent and the address of the initial registered office are as follows:

NAME

ADDRESS

Mark J. Leeds

633 South Federal Highway
8th Floor
Fort Lauderdale, Florida 33301

ARTICLE X

AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a meeting of the stockholders by two-thirds of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


ARTICLE XI

OWNERSHIP OF CAPITAL STOCK

No stock of the corporation shall be issued to anyone other than the officers and directors.

Having been named to accept service of process, as indicated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and comply with the provisions contained in Chapter 48.091, Florida Statutes.


Mark J. Leeds
Registered Agent

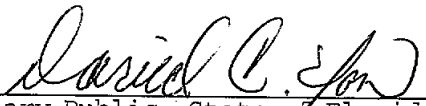

Scott A. Douglas
Incorporator

FILED
00 MAY 15 PM 4:19
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared SCOTT A. DOUGLAS, well known to me (or who furnished the following identification: _____), the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation and did (did not) take an oath.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida this 12 day of May, 2000.


Notary Public, State of Florida

My Commission Expires:

