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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Oceana Spa Corp.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
OCEANA SPA CORP.

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ARTICLE I - Name

The name of this corporation is Oceana Spa Corp.

ARTICLE II - Nature of Business

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of one dollar (\$ 1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1110 Brickell Ave., Suite 602 Miami, FL 33131-3137 and the name of the initial registered agent of this corporation at that address is Carlos J. González, M.D.

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ARTICLE VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Carlos J. González, M.D.
10730 N.W. 66th St., Apt. 305
Miami, FL 33178

Jorge A. Ayala, M.D.
13921 S.W. 122nd Ave., Apt. 104
Miami, FL 33186

All of the said directors are of full age.

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT: Carlos J. González, M.D.
10730 N.W. 66th St., Apt. 305
Miami, FL 33178

TREASURER: Jorge A. Ayala, M.D.
13921 S.W. 122nd Ave., Apt. 104
Miami, FL 33186

SECRETARY: Jorge A. Ayala, M.D.
13921 S.W. 122nd Ave., Apt. 104
Miami, FL 33186

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ARTICLE VIII- Incorporator

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

Carlos J. González, M.D.
10730 N.W. 66th St., Apt. 305
Miami, FL 33178

ARTICLE IX - Distribution

The name and address of each stock subscriber, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
Carlos J. González, M.D.	10730 N.W. 66 th St., Apt. 305 Miami, FL 33178	500 Shares \$500.00
Jorge A. Ayala, M.D.	13921 S.W. 122 nd Ave., Apt. 104 Miami, FL 33186	500 Shares \$500.00

ARTICLE X - Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

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ARTICLE XI - 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 stockholders' meeting by a majority 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 XII - Principal Place of Business

The principal place of business or mailing address of this corporation is

1110 Brickel Ave., Suite 602
Miami, FL 33131-3137

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ARTICLE XIII - Register Agent Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all status relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of September, 2000.


INCORPORATOR


REGISTERED AGENT

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