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LINDA M. WATSON, CPA

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September 13, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

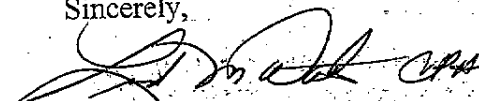
RE: Reelaxation, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 which covers the filing fee and a certificate. Please forward the certificate to:

Dr. Michael Haynes
4848 S Peninsula Drive
Ponce Inlet, FL 32127

Sincerely,


Linda M. Watson, CPA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 AM 11:13

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W00-23702

10/16/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 2000

DR. MICHAEL HAYNES
4848 S PENINSULA DRIVE
PONCE INLET, FL 32127

SUBJECT: REELAXATION, INC.
Ref. Number: W00000023752

We have received your document for REELAXATION, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 400A00051283

EFFECTIVE DATE

10/15/00

**ARTICLES OF INCORPORATION
OF
Reelaxation, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 13 AM 11:13

The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purpose of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **Reelaxation, Inc.** and it shall be hereinafter referred to as the "corporation".

ARTICLE II

The time and date on which corporate existence of this corporation shall begin is 12:01 AM (Eastern Standard Time) on October 15, 2000 and this corporation shall have continuous and perpetual existence thereafter.

ARTICLE III

The general purposes for which the corporation is initially organized are as follows:

- a. Any business activity authorized by the laws of the State of Florida.
- b. To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1979) as amended.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares. These shares shall consist of one class only, and such class shall be known as "common stock" or "common shares" of the corporation. Each share will have a par value of \$1.00 per share.

ARTICLE V

When a new issue of shares of the corporation is offered by it for sale in which the consideration to be paid for such shares is to be paid in cash, each existing shareholder shall have the preemptive right to purchase his pro-rata number of shares, or fractions thereof, at the price at which such newly issued shares are offered to other persons.

ARTICLE VI

The street address of the corporation shall be : 4848 S Peninsula Drive, Ponce Inlet, FL 32127
The street address of the initial registered office of the corporation shall be 4848 S Peninsula Drive, Ponce Inlet, FL 32127. The name of the official registered agent (who shall be located at such registered office) shall be Michael Haynes . To signify acceptance of appointment as registered agent, the registered agent named in this Article has signed these Articles pursuant to 607.034, Florida Statutes.

ARTICLE VII

The number of directors who shall constitute the initial board of directors of the corporation shall be two (2). The name and street address of the person who is to serve as a member of the initial board of directors of the corporation shall be:

Name of Director	Address
Michael Haynes	4848 S Peninsula Drive Ponce Inlet, FL 32127
Lorain Haynes	4848 S. Peninsula Drive Ponce Inlet, FL. 32127

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 AM 11:13

ARTICLE VIII

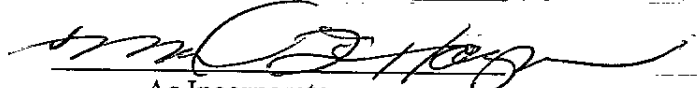
The name and address of each incorporator of the corporation is as follows:

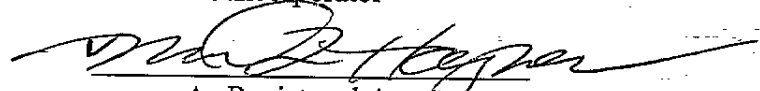
Name of Incorporator	Address
Michael Haynes	4848 S Peninsula Drive Ponce Inlet, FL 32127

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person who is competent to contract under the laws of the State of Florida, by those present does hereby execute, acknowledge and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

Reelaxation, Inc.

and we request the Department of State to file these Articles as of the date and time indicated in Article II hereof, in accordance with Chapter 607, Florida Statutes; accordingly, the undersigned incorporator does hereunto set his hand and seal at Volusia County, Florida, this ____ day of October, 2000.


As Incorporator

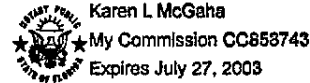

As Registered Agent

ACKNOWLEDGMENTS

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of **Reelaxation, Inc.** were acknowledged before me by Michael Haynes , this 14th day of October 2000.


NOTARY PUBLIC, State of Florida
At large.



The foregoing Acceptance of Designation of Registered Agent of **Reelaxation, Inc.** was acknowledged before me by Michael Haynes , as Registered Agent, this 14th day of October, 2000.


NOTARY PUBLIC, State of Florida
At large

My commission expires:

