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(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-10/18/00--01019--017

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

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ULTIMA SPA INC.
(Corporation Name)

(Document #)

2. _____
(Corporation Name)

(Document #)

3. _____
(Corporation Name)

(Document #)

4. _____
(Corporation Name)

(Document #)

☒ Walk in ☒ Pick up time 2:00

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☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 OCT 18 AM 10:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

MATTHEW BAPTY, ESQ.
ATTORNEY AT LAW

3737 S.W. 8th Street, Suite 302, Coral Gables, Florida 33134
(305) 448-7449 Tel., Fax (305) 448-6560.

October 16, 2000

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

Re: New Corp. Filing

"Ultima Spa Inc."

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 78.75 to cover the filing fee, certificate charge, and designation of registered agent.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having stamped and returned to the above address, with the certificate.

Sincerely,


Matthew Baptys, Esq.

ARTICLES OF INCORPORATION

OF

ULTIMA SPA INC.

FILED
OCT 18 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME & ADDRESS

The name of the corporation shall be ULTIMA SPA INC., and the principal office and mailing address is; 2565 NW 79TH AVENUE, MIAMI, FLORIDA, 33122 .

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10, 000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS-REGISTERED AGENT

The street address of the initial registered office and Agent of the corporation shall be, 2565 NW 79TH AVENUE, MIAMI, FLORIDA, 33122. and the name of the initial Registered Agent for the corporation at that address is Pura Espin.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually commencing on the day of execution and acknowledgement of these Articles, or upon filing with the Department of State of the State of Florida in the event these Articles are not filed within five days, exclusive of legal holidays, after execution and acknowledgement .

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX INCORPORATORS

The name and address of the incorporators are:

Pura Espin
2565 NW 79TH AVENUE
MIAMI, FLORIDA, 33122

ARTICLE X BY LAWS

The initial By-Laws of this corporation shall be adopted by the Director(s). The By-Laws may be amended, adopted or repealed in the manner provided in the By-Laws by either the shareholders or the Directors.

ARTICLE XI AMENDMENT

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

ARTICLE XII DIRECTORS

This corporation shall have a minimum of one director. The number of Directors may be increased or decreased from time to time by the by-laws, but shall be no less than one. The initial Board of Directors shall consist of the following director:

Pura Espin
2565 NW 79TH AVENUE
MIAMI, FLORIDA, 33122

IN WITNESS WHEREOF, the undersigneds have hereunto set his hand and seal on this 16th day of October, 2000.

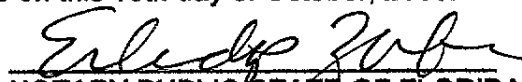
Incorporators:

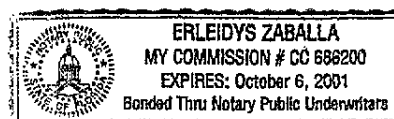

Pura Espin
2565 NW 79TH AVENUE
MIAMI, FLORIDA, 33122

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Pura Espin, and having produced Florida Drivers license # M622-669-49-948-0 as identification, or who is personally known to me, who was sworn and subscribed his signature hereto, and states the above facts are true and accurate to his best knowledge and abilities.

SWORN TO AND SUBSCRIBED before me on this 16th day of October, 2000.


NOTARY PUBLIC-STATE OF FLORIDA



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

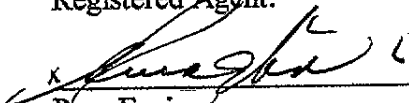
The following is submitted in compliance with the laws of the State of Florida.

Ultima Spa Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at, 2565 NW 79TH AVENUE, MIAMI, FLORIDA, 33122, has named Pura Espin, whose home address is 953 NW 133 Court, Miami, FL, 33182, as its Agent to accept service of process within this State. The address of the office of the Registered agent for his purposes as an agent is, 2565 NW 79TH AVENUE, MIAMI, FLORIDA, 33122

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Pura Espin

STATE OF FLORIDA)
COUNTY OF DADE)

FILED
00 OCT 18 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BEFORE ME, the undersigned authority, personally appeared Pura Espin, and having produced Florida Drivers license # 1M622-669-49-948-D, as identification, or is personally known, who was sworn and subscribed his signature hereto, and states the above facts are true and accurate to his best knowledge and abilities.

SWORN TO AND SUBSCRIBED before me on this 16th day of October, 2000.


NOTARY PUBLIC-STATE OF FLORIDA

