

TRANSMITTAL LETTER

P000000102410

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

SUBJECT: Philipe Spas of Florida, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700003444107--4

-10/30/00--01124--007

Enclosed is an original and one(1) copy of the articles of incorporation and a check for: *****92.50 *****87.50

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$92.50
~~\$87.50~~
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Stephen A. Backer, Backer & Backer, P.C.

Name (Printed or typed)

8710 North Meridian Street

Address

Indianapolis, IN 46260

City, State & Zip

317-571-0500 / fax 317-571-0700

Daytime Telephone number

FILED
00 OCT 30 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

✓ T. Burch NOV 1 2000

ARTICLES OF INCORPORATION

OF

PHILIPPE SPAS OF FLORIDA, INC.

FILED

00 OCT 30 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of Chapter 607 and 621 Florida Statutes, (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is **Philippe Spas of Florida, Inc.**

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

Section 1. Specific and General Purposes. To own and operate health spas and to engage generally in any business and commercial activity permitted by the laws of the State of Florida.

Section 2. Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law.

Section 3. To Deal in Personal Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Section 4. To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own improve, manage, operate, lease as lessee, let as lessor, sell, convey or, mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Section 5. To Act as Agent. To act in any state in which the Corporation is qualified to do business, as agent or representative for any individual, association, corporation, or legal entity, respecting business which the Corporation is authorized to transact.

Section 6. To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

Section 7. Acquisition of Assets. To acquire, (by purchase, exchange, lease, hire or otherwise) all, or any part, of the good will, rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has power to conduct; to pay for the same in cash or in stocks, bonds or other obligations of the Corporation or otherwise, to hold, utilize and in any manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association, or corporation, and conduct in any lawful manner the whole, or any part, of the business thus acquired.

Section 8. To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations, of others.

Section 9. Partnerships and Profit Sharing Arrangements. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business or transaction deemed necessary, convenient, or incidental to carrying out of any of the purposes of the corporation.

Section 10. Treasury Stock. To purchase and redeem its own shares and either cancel such shares or hold the same as Treasury Stock subject to being re-issued at a later date.

Section 11. Stated Capital, Consideration for Shares. To determine the amount of stated capital and increase or reduce stated capital, and to determine the consideration to be received for shares issued from time to time.

Section 12. Surplus. To determine the amount of capital surplus and earned surplus and the amount allocated to each in mergers, consolidations or acquisitions.

Section 13. Stock Options. To create, without restriction, rights or options to purchase any or all of its shares.

Section 14. To Raise Funds. To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereof, by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

Specifically, the Corporation is authorized to sell its certificates of indebtedness to the public generally from time to time, and to issue special certificates of indebtedness with terms different from those available to the general public to its officers and employees.

Section 15. To Deal in Its Own Securities. To acquire, (by purchase, exchange, lease, hire or otherwise), hold, sell, transfer, reissue or cancel the shares of its own capital stock, or any securities or other obligations of the Corporation, in the manner and to the extent now or hereafter permitted by the laws of Indiana, except that the Corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the Corporation, and except that shares of its own capital stock beneficially owned by the Corporation shall not be voted directly or indirectly.

Section 16. To Deal in Securities Generally. To purchase take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other individuals or domestic or foreign corporations, associations, or partnerships, for whatever purpose or purposes, formed or operating, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or any instrumentality thereof.

Section 17. Patents and Similar Rights. To acquire (by application, purchase, exchange, lease, hire or otherwise), hold, own, use, lease, mortgage, pledge, sell, convey, exchange, and grant licenses or sub-licenses in respect of, or otherwise deal with and dispose of, letters patent of the United States of America or any foreign country, patent rights, licenses, privileges, inventories, discoveries, improvements, processes, formulas, copyrights, trademarks, and trade names.

Section 18. To Loan Funds. To lend money to corporations, associations, partnerships, individuals, and other legal entities, including employees of the Corporation or its subsidiaries; to take and hold any property as security for the payment of funds so loaned.

Section 19. Donations. To make contributions out of the gross income of the Corporation to such entities, and for any one or more of such purposes, as the Board of Directors may reasonably believe will constitute such contributions deductions from such gross income in computing the net income of the corporation subject to tax pursuant to the provisions of the Internal Revenue Code as amended from time to time.

Section 20. Officers, Agents, and Employees. To elect officers, to appoint agents and to hire employees; to define their duties; to determine their compensation; and to pay pensions and establish pension plans, pension trusts, sharing and retirement plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

Section 21. Carrying Out of Purposes and Exercise of Powers in Any Jurisdiction. The Corporation may carry out its purposes and exercise its powers in any state, territory, district or possession of the United States of America, or in any foreign country, to the extent that such purposes and powers are not forbidden by the laws of such state, territory, district or possession of

the United States of America, or by such foreign country; and, in the case of any state, territory, district or possession of the United States of America, or any foreign country, in which one or more of such purposes or powers are forbidden by law, to limit the purpose or purposes which the corporation proposes to carry on or the powers it proposes to exercise in such state, territory, district or possession of the United States of America, or foreign country, to such purpose or purposes or powers as are not forbidden by the law thereof in any application to do business in such state, territory, district or possession of the United States of America, or foreign country.

Section 22. Rights, Privileges and Powers. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all the general rights, privileges, and powers specified in or permitted by Florida Statutes and as hereafter amended.

Section 23. General Clause. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects of the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Florida, or by the provisions of these Articles of Incorporation.

Section 24. Construction of Foregoing Sections. The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumerations shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of the sections or the scope of the general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature. The Corporation shall not, however, carry on in any state, territory, district, possession or country any business, or exercise any powers, which a corporation organized under the laws thereof could not carry on or exercise.

Section 25. Limiting Clause. Nothing in this Article so contained shall be construed to authorize the conduct by the Corporation of rural loan and savings associations, credit unions, or a banking, railroad, insurance, surety, trust, safe deposits, mortgage guarantee, or building and loan business or to carry on the business of receiving deposits of money, bullion, or foreign coins, or of issuing bills, notes, or other evidence of debt for circulation as money.

ARTICLE III

Term of Existence

The period during which the Corporation shall continue is perpetual unless sooner dissolved.

ARTICLE IV
Principal Office and Resident Agent

The mailing address of the Corporation is 8606 Allisonville Road, Indianapolis, Indiana 46250, the post office address of the principal office of the Corporation is 808 Brickell Avenue, #3601, Miami, Florida, and the name and post office address of its Resident Agent in charge of such office is Stacy Kosene, 808 Brickell Avenue, #3601, Miami, FL 33131.

ARTICLE V
Amount of Capital Stock

The total number of shares which the Corporation shall have authority to issue is 10,000 shares without par value.

ARTICLE VI
Terms of Shares

Section 1. Transfer of Shares. Transfers of shares shall be governed by the ByLaws, subject to Acts of 1963, Ch.317 (the Uniform Commercial Code) as amended from time to time.

Section 2. Classes of Stock. Shares may be issued in one (1) or more series of the same Class, each such series to have such relative rights, preferences, limitations or restrictions, and bear such designations as shall be determined and stated by the Board of Directors prior to the issuance of any shares of such series. The Board of Directors is hereby expressly vested with the authority to make such determination by the resolution of the Board.

Section 3. Dividends.

(a) **Stock.** The holders of the shares of Stock shall be entitled to receive, when and as declared by the Board of Directors out of the unreserved and unrestricted earned surplus or capital surplus available therefor, dividends payable either in cash, in property or in shares of the Corporation of any class or series.

(b) **Limitation Upon Dividends.** No dividends shall be paid upon the shares of any class or series of the Corporation:

- (i) out of surplus due to or arising from unrealized appreciation in value, or from a revaluation of assets;
or

- (ii) if the Corporation is, or is thereby insolvent; or
- (iii) if the stated capital of the Corporation is thereby impaired.

Section 4. Liquidation. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the shares of stock shall be entitled, after due payment or provision for payment of the debts and other liabilities of the Corporation, to share ratably in the remaining net assets of the Corporation.

Section 5. Issue and Consideration for Stock. Shares of Stock may be issued by the Corporation for such an amount of consideration as may be fixed from time to time by the Board of Directors. Unless the Board of Directors by resolution shall provide otherwise, all consideration received by the Corporation from the sale of its Stock shall be allocated to the stated capital of the Corporation.

Section 6. Equitable Interests in Shares or Rights. The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Section 7. Stock Splits. An increase in the number of shares which does not increase the stated capital is a stock split and is not subject to provisions for stock dividends.

Section 8. Partial Distributions. The Directors may make distributions to shareholders out of capital surplus from time to time to the extent permitted by law.

Section 9. Stated Capital. The par value of shares issued shall constitute stated capital. Any excess consideration above par value shall constitute capital surplus.

Section 10. Stockholder's Right to Purchase Additional Shares. The holders from time to time of the capital stock of the Corporation shall have the right to purchase any additional shares that may be hereafter issued, from time to time, in the ratio which the number of shares held by each shareholder at the time such shares are issued bears to the total number of shares issued and outstanding in the names of all shareholders at such time.

Section 11. Shareholders Agreement. The sale, transfer or assignment of any of the shares of this Corporation shall be subject to the terms and provisions of any stock purchase agreement which may be entered into among the Stockholders of this Corporation, or between the Corporation and its Stockholders, and a copy of any such agreement shall be filed with the Secretary of this Corporation. Provided, however, in the event the Shareholders of the Corporation have not entered into a Shareholders Agreement, no shareholder shall dispose of any of his shares of the common stock of the Corporation to a non-shareholder without first offering them in writing to the

Corporation; the Corporation shall have ten (10) days from and after the receipt of such written offer to purchase the shares so offered to it for purchase if such purchase may be effected without impairing the capital of the Corporation and without violating any other law or laws of the State of Indiana. The purchase price to the Corporation shall be the book value as shown by the books and records of the Corporation on the last day of the month next preceding the day on which such stock is tendered to the Corporation for purchase. If the Corporation does not or cannot exercise its option to purchase the shares of the common capital stock of the Corporation so tendered to it within the time herein limited, then and in that event the shareholder so desiring to sell shares shall give all the other shareholders of the Corporation ten (10) days notice in writing of his intention to sell his shares. During such ten (10) day period all the other shareholders of the Corporation shall have the right to purchase pro-rata the shares of the common capital stock of the Corporation at and for the book value thereof as shown of the month next preceding the date such notice is given to the shareholders of the Corporation. The shares of the common capital stock of the Corporation not purchased by the shareholders may thereafter be sold to non-stockholders.

Section 12. Qualifications with Election Permitted by the Internal Revenue Code.

The issuance of the shares of stock shall be effected pursuant to a "Plan" within the meaning of Section 1244 of the Internal Revenue Code of 1954, as amended, so that the shareholders may receive the benefits of such Section.

The corporation and its shareholders shall also have all of the rights and privileges granted by the Internal Revenue Code to elect to be taxed as a small business corporation under Sub-chapter "S" of such Code or as the same may be amended.

ARTICLE VII
Voting Rights

Section 1. Cumulative Voting. Cumulative voting in the election of the members of the Board of Directors shall be permitted, but as to all other matters, each shareholder shall be entitled to one (1) vote for each share of stock standing in his name on the books of the Corporation.

Section 2. No Greater Requirements. Nothing in these Articles shall be deemed to require any greater portion of the shares to concur in any action taken by the shareholders than is required by law.

Section 3. Shares Entitled to Vote. Treasury shares shall not be voted. Subscribed but unissued shares shall not be voted.

Section 4. Consents. Any action required by law to be taken at a meeting of the shareholders of a corporation, or any action which may be taken at the meeting of the shareholders, may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the shareholders.

Such consent shall have the same effect as a unanimous vote of shareholders, and may be stated as such in any articles or document filed with the Secretary of State.

Section 5. **Record Date.** The ByLaws may provide for a record date for determining shareholders entitled to receive payment of any dividend or to determine shareholders for any other purpose.

ARTICLE VIII **Initial Stated Capital**

Section 1. **Amount.** The Corporation will not commence business until consideration of the value of not less than One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE IX **Directors**

Section 1. **Number.** The initial Board of Directors shall be composed of two (2) members. The number of Directors may from time to time be fixed by the ByLaws of the Corporation. In the absence of a ByLaw fixing the number of Directors, the number shall be two (2).

Section 2. **Qualifications.** Directors need not be shareholders of the Corporation.

ARTICLE X **Initial Board of Directors**

Section 1. **Names and Post Office Addresses.** The names and post office addresses of the members of the first Board of Directors of the Corporation are as follows:

| | |
|---------------|---|
| Stacy Kosene | 808 Brickell Avenue, #3601 Miami, FL 33131 |
| Rodney Benson | 8606 Allisonville Road Suite 127 Indianapolis, IN 46250 |

ARTICLE XI
Incorporator or Incorporators

Section 1. Names and Post Office Addresses. The name and post office address of the Incorporator of the Corporation is as follows:

Rodney Benson

8606 Allisonville Road, Suite 127
Indianapolis, IN 46250

ARTICLE XII
Provisions For Regulation of Business
and Conduct of Affairs of Corporation

Section 1. Code of ByLaws. The Board of Directors of the Corporation shall have power, without the assent of vote of the shareholders, to make, alter, amend, or repeal the Code of ByLaws of the Corporation, but the affirmative vote of a majority of the members of the Board of Directors, for the time being, shall be necessary to make such Code or to effect any alteration, amendment or repeal thereof. All provisions for the regulation of the business and management of the affairs of the Corporation shall be stated in the ByLaws.

Section 2. Meetings of Shareholders. Meetings of the shareholder of the corporation shall be held at such place within or without the State of Indiana, as may be specified in the respective notices, or waivers of notices, thereof. Any action which may be taken at a meeting of the shareholders, may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the shareholders.

Section 3. Meetings of Directors. Meetings of the Directors of the Corporation shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof. Any action, required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation or any corporation hereinafter formed in which this Corporation owns all of the capital stock shall be valid and binding, regardless of the fact that the officers and/or Directors, executing the contract on behalf of this Corporation, are the same or a majority of them are the same or the participating directors or officers are the same.

With the exception provided above, any contract or other transactions between the Corporation and any one or more of its Directors or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. Additional Powers of Directors. In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a corporation organized and existing under the provisions of the Act.

Section 6. Amendment of Articles of Incorporation. The Corporation reserves the right to alter, amend, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the Act, or any other pertinent enactment of the General Assembly of the State of Indiana; and all rights and powers conferred hereby on shareholders, Directors and officers of the Corporation are subject to such reserved right.

Section 7. Consent in Lieu of Directors' or Stockholders' Meetings. Any action required or permitted to be taken at any meeting of the Board of Directors or the Stockholders may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board of Directors or Stockholders, as the case may be, and such written consent is filed with the corporate minutes.

Section 8. Executive Committee. If the Code of ByLaws, for the time being in force, so provides, the Board of Directors may, by resolution adopted by a majority of the actual number of Directors elected and qualified, from time to time, designate two or more of its number to constitute an executive committee, which committee, to the extent provided in the resolution or Code of By-Laws, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, and shall have power to authorize the execution of, and affixing the seal of the Corporation to, all papers which may require it.

Section 9. Places of Keeping of Books of Account. Subject to the limitations existing by virtue of the laws of Indiana, the books of account, records, documents and papers of the Corporation may be kept at any place or places within or without the State of Indiana. Rules governing the place or places where the books of account, records, documents and papers of the

Corporation are to be kept may be made from time to time by so providing in the Code of By-Laws of the Corporation.

Section 10. Reliance by Directors on Books of Account. Each Director of the Corporation shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officers and employees as to the value and amount of the assets, liabilities and net profits of the Corporation, or any of such items; or in relying in good faith upon any other information pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

Section 11. Limitation of Liability and Indemnification of Officers and Directors.

(a) **General Limitation.** No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director, officer or employee of the Corporation in good faith, if such person:

- (i) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the same circumstances in the conduct of his own affairs; or
- (ii) took or omitted to take such action in reliance upon advice or counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he had reasonable grounds to believe, or upon a financial statement of the Corporation prepared by an officer or employee of the Corporation in charge of its accounts, or certified by a public accountant or firm of public accountants, or
- (iii) in good faith considered the assets to be of their book value or followed what he believed to be sound accounting and business practice.

(b) **Indemnification.** The Corporation shall indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made or threatened to be made, a party by reason of having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation: Provided,

however, that such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the articles of incorporation, by-laws, resolution, or other authorization heretofore or hereafter adopted, after notice, by a majority vote of all the voting shares then issued and outstanding.

Section 12. Stock Subscriptions. The Board of Directors shall have the power to specify the terms of payment, in installments or otherwise, for subscriptions for the capital stock or any class thereof, from time to time, and to call for payment, provided that any call made by the Board of Directors for payment on subscription shall be uniform as to all shares of the same class or as to all shares of the same series, as the case may be.

Section 13. Stock Options. The Board of Directors shall have the power to set the price or prices for options to purchase the corporation's stock, to designate the optionees, the form of options and the manner of exercise of options.


Section 14. Committees. No committees of the Board of Directors shall have any authority to act for such Board.

Section 15. Removal of Directors. At a meeting of shareholders called expressly for that purpose, directors may be removed in the manner provided in this Section. Any or all of the members of the Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

Section 16. Financial Statements. The ByLaws shall provide for the nature, frequency and distribution of financial statements, but any shareholder shall be furnished with a copy of the latest annual financial statement upon written request to any officer or director.

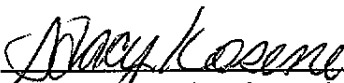
Section 17. Abandoned Property. After it remains unclaimed for a period of six (6) years, any stock, dividend, demand obligation or past due obligations of this Corporation, interest distribution or other claim against or obligation of this Corporation or fund or property held by this Corporation to this Corporation for the six consecutive years last past, shall revert to and become the property of this Corporation. The Secretary shall prepare a written claim of the Corporation to such fund, claim, income or property before the end of the seventh year after its appropriate due date, distribution date or delivery date.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator designated in Article XI, executes these Articles of Incorporation and certifies to the truth of the facts therein stated, this 24 day of October, 2000.


Rodney Benson, Incorporator

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 statutes 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 as provided for in Chapter 608, F.S..


Stacy Kosene, Registered Agent
808 Brickell Avenue, #3601
Miami, FL 33131

Prepared by: Stephen A. Backer, BACKER & BACKER, P.C., 8710 North Meridian Street, Indianapolis, Indiana 46260.

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