CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 22-8870 • 1-800-342-8062 • Fax (850) 222-1222

Amelia Mobile	Massage and
	•
Spa Services, 1	Inc.

Signature

Requested by:

Name

Walk-In _

12/15/100

Will Pick Up _

Date

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	Art of Inc. File
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	Foreign Corp. File
	L.C. File
	Fictitious Name File
	Trade/Service Mark
	Merger File 7
	Art. of Amend. File
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	Certificate of Good Standing
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	Vehicle Search
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	Courier

ARTICLES OF INCORPORATION OF

AMELIA MOBILE MASSAGE AND SPA SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: Amelia Mobile Massage and Spa Services,

ARTICLE II

The general nature of the business to be transacted by this Corporation is to provide mobile massage and spa services and to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7500 shares of common voting having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The initial street address of the principal office of this Corporation is:

1466 Clinch Drive Fernandina Beach, Florida 32034

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

The initial Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Phyllis Rohm Brewer 1466 Clinch Drive Fernandina Beach, Florida 32034

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII

The name and address of the initial Director of the Board of Directors is:

Phyllis Rohm Brewer 1466 Clinch Drive Fernandina Beach, Florida 32034

The person named as initial director shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and qualified, whichever occurs first.

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Phyllis Rohm Brewer 1466 Clinch Drive Fernandina Beach, Florida 32034

ARTICLE X

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 stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on AMELIA MOBILE MASSAGE AND SPA SERVICES, INC.

HALLIS ROHM BREWER

STATE OF FLORIDA COUNTY OF DUVAL

BEFORE ME, a Notary Public, personally appeared Phyllis Rohm Brewer, to me known to be the person described as Incorporator or whom has produced as identification her Florida Driver's License No: Record 1870, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on Amelia Mobile Massage and Spa Services, Inc.

[Print, type, or stamp commissioned name of notary.]

EXPIRES: November 4, 2002

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office / registered agent, in the State of Florida.

1	Corporation Name: AMELIA MOBILE MASSAGE AND SPA SERVICES, INC
1.	Corporation Name: Antibota MODILE MASSAGE AND STASER VICES, INC.

2. Registered Agent Name and Address:

> Phyllis Rohm Brewer 1466 Clinch Drive Fernandina Beach, Florida 32034

PHYLLÍS ROHM BREWER

TITLE: Registered Agent for Amelia Mobile Massage

and Spa Services, Inc.

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 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.