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ATTORNEYS AT LAW

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December 26, 2000

Secretary of State
The Capitol
Tallahassee, Fla. 32301

Re: HOLISTIC MASSAGE THERAPY CENTER, INC.

Dear Sir:

I enclose herewith an original and one copy of the Articles of incorporation of the above referenced corporation, together with a resident agent's certificate.

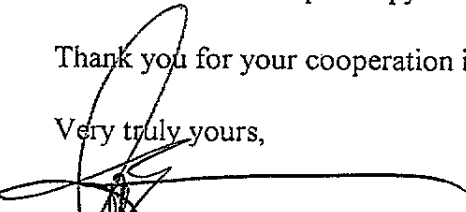
I also enclose my trust account check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee.....	\$35.00
Certificate of Res Agent.....	\$35.00

Please return a stamped copy.

Thank you for your cooperation in this matter, I am

Very truly yours,


STEPHEN L. ZIMMERMAN
enc's.
SLZ/dm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HOLISTIC MASSAGE THERAPY CENTER, INC.

ARTICLE I

CORPORATE NAME AND ADDRESS

The name of the Corporation shall be:

HOLISTIC MASSAGE THERAPY CENTER, INC.

The address of the corporation shall be:

516 Stonemont Lane Weston, FL 33326

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
100	\$1.00	Common

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TALLAHASSEE, FLORIDA

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Stephen L. Zimmerman
INITIAL REGISTERED OFFICE: 737 East Atlantic Blvd. Pompano Beach, FL 33060

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The initial Director shall be **Michael Biel, 516 Stonemont Lane Weston, FL 33326.**

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

NAME	ADDRESS
Stephen L. Zimmerman, Esq.	737 East Atlantic Blvd. Pompano Beach, FL 33060

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X

AMENDMENTS

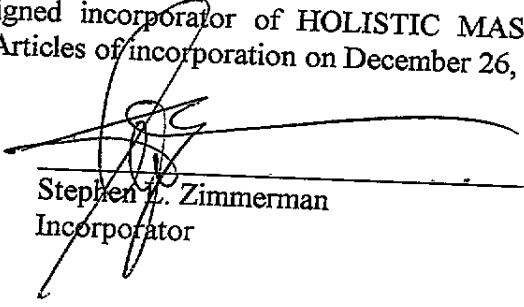
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing, whichever is earlier. The Corporation shall exist perpetually.

IN WITNESS WHEREOF the undersigned incorporator of HOLISTIC MASSAGE THERAPY CENTER, INC. has executed these Articles of incorporation on December 26, 2000.



Stephen L. Zimmerman
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

HOLISTIC MASSAGE THERAPY CENTER, INC. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of incorporation in the city of Weston, county of Broward, State of Florida, has named Stephen L. Zimmerman, located in the city of Pompano Beach, county of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED: (Must be signed by designated agent)

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____

Stephen L. Zimmerman
Resident Agent

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TALLAHASSEE, FLORIDA