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EFFECTIVE DATE

*12-22-00*

FILED

00 DEC 29 PM 3:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Admitted to Practice in Florida, Virginia, Washington, D.C.

December 27, 2000

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

900003517309--6  
-12/29/00--01068--001  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: ISLAND MASSAGE STORE AND DAY SPA, INC.

Dear Madam or Sir:

I have enclosed for your review and filing the original and two copies of the Articles of Incorporation for ISLAND MASSAGE STORE AND DAY SPA, INC. and a check in the amount of \$122.50 payable to the Florida Department of State for the following:

Filing Fee, for articles of Incorporation, F.S. 607.0122(1)	\$35.00
Filing Fee, for Resident Agent F.S. 607.0122(7)	35.00
Certified Copy, F.S. 607.0122(23)	<u>52.50</u>
TOTAL	\$122.50

Please return a certified copy of the Certificate of Incorporation to me in the enclosed self-addressed, stamped envelope.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

JAMES A. GRANOSKI, P.A.

*James A. Granoski*  
James A. Granoski

Enclosures

BROWN JAN - 4 2001

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12-32-00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ISLAND MESSAGE STORE AND DAY SPA, INC.

The undersigned, acting as incorporator of ISLAND MESSAGE STORE AND DAY SPA, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

ISLAND MESSAGE STORE AND DAY SPA, INC.  
5343 GOLF DRIVE  
NUMBER 500  
HOLMES BEACH, FL 34217

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence five days before the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

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

(a) To engage in every aspect and phase of the massage and spa, health and retail business and to engage in every aspect and phase of related businesses; and

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10 shares of common stock having a par value of \$0.10 per share. The consideration to

be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5343 GOLF DRIVE, NUMBER 500, HOLMES BEACH, FL 34217 and the name of the corporation's initial registered agent at that address is Karen Clerkin.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Mary Clerkin	GOLF DRIVE, NUMBER 500 HOLMES BEACH, FL 34217
Mark Clerkin	GOLF DRIVE, NUMBER 500 HOLMES BEACH, FL 34217

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Karen Clerkin	GOLF DRIVE, NUMBER 500 HOLMES BEACH, FL 34217

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to

constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as president, director and incorporator, has executed these Articles of Incorporation this 30 day of September, 1999.

  
\_\_\_\_\_  
Karen Clerkin

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That ISLAND MASSAGE STORE AND DAY SPA, INC., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at GOLF DRIVE, NUMBER 500, HOLMES BEACH, FL 34217 has named Karen Clerkin, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

  
Karen Clerkn

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