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Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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-02/12/01--01099--007
****122.50 *****78.75

Re: Integrative Spa Design, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$122.50, for the filing fee, certified copy fee, registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the State of Florida, please do not hesitate to contact me.

Very truly yours,


By: Steve Capellini

Enclosures

CAPELLINI
6461 S.W. 73rd Street
Miami, FL 33143

FILED
01 FEB 12 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
2/12

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ARTICLES OF INCORPORATION
OF
INTEGRATIVE SPA DESIGN, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Integrative Spa Design, Inc. the mailing address is 6461 SW 73rd Street, Miami, Florida 33143.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of stock \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6461 SW 73rd Street, Miami, Florida 33143. The name of the initial Registered Agent of this Corporation is Steve Capellini.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 6461 SW 73rd Street, Miami, Florida 33143. The name of the principal officer is Steve Capellini.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) initial director(s). The number of directors may increase from time to time by the By-Laws but shall never be less than two (2). The name and address of the initial director(s) of this Corporation are:

Steve Capellini
6461 SW 73rd Street
Miami, Florida 33143

Deborah Coryell
551 Cordova Road, #709
Santa Fe, New Mexico 87501

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles is:

Steve Capellini
6461 SW 73rd Street
Miami, Florida 33143

ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of Feb, 2001.


Steve Capellini

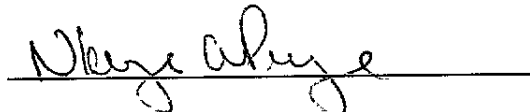
STATE OF FLORIDA

COUNTY OF Miami-Dade

FLA #C145-796-59-2890

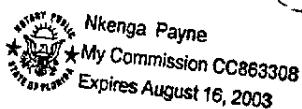
Before me, the undersigned authority, personally appeared Steven P. Capellini to me well known and known to me to be the person described in and who acknowledged to and before me that (s)he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of February, 2001.



Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

5th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of February, 2001.

Steve Capellini
Steve Capellini

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA