

P010000021098

Resort Spa Management, Inc.
5288 Lonesome Dove Drive
Kissimmee, FL 34746
Phone: (407) 397-4192
Fax: (407) 397-0314

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

FILED
01 FEB 26 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Resort Spa Management, Inc.
Proposed Corporate Name

Enclosed are an original and two copies of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return two copies of the Articles stamped with the filing date.

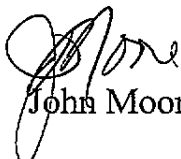
FROM:

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*****70.00 *****70.00

John Moore
5288 Lonesome Dove Drive
Kissimmee, Florida 34746
Phone: (407) 397-4192
Fax: (407) 397-0314

Thank you for your usual courtesies in these matters.

Yours truly,


John Moore

02-27-01

**ARTICLES OF INCORPORATION
OF
RESORT SPA MANAGEMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE 1: NAME

The name of the corporation shall be Resort Spa Management, Inc.

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 5288 Lonesome Dove Drive, Kissimmee, FL 32746.

ARTICLE 3: SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is 500.

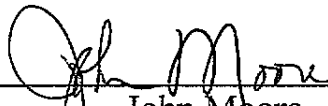
ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE


The name of the initial registered agent is John Moore, whose registered office is located at the place of business stated in Article 2 above.

ARTICLE 5: INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are: (1) John Moore, 5288 Lonesome Dove Drive, Kissimmee FL 34746; and Shannon Burson, 5288 Lonesome Dove Drive, Kissimmee FL 34746.

The undersigned incorporators have executed these Articles of Incorporation this 12th day of February 2001.



John Moore


Shannon Burson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

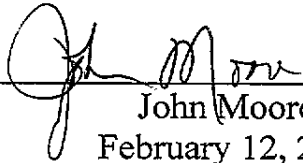
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to Florida law, 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. The name of the corporation is Resort Spa Management, Inc.
2. The name and address of the registered agent and office is:

John Moore
5288 Lonesome Dove Drive
Kissimmee, FL 34746

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 HEERE BY 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.



John Moore
February 12, 2001