

**Florida Department of State**  
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**To:**

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**From: Nery C. Toledo, Legal Assistant**

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Account Number : 075471001363  
Phone : (305) 374-5600  
Fax Number : (305) 374-5095

**DEAR FILING OFFICER: PLEASE FILE THE ATTACHED DOCUMENT WITH AN EFFECTIVE FILING DATE OF TODAY, APRIL 24, 2001. THANK YOU. NERY C. TOLEDO, LEGAL ASSISTANT**

**FLORIDA PROFIT CORPORATION OR P.A.**

**STEINER SPAS USA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	023
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
STEINER SPAS USA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Steiner Spas USA, Inc. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 770 South Dixie Highway, 2nd Floor, Coral Gables, Florida 33146.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is twenty-five thousand (25,000) shares, \$.001 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 770 South Dixie Highway, 2nd Floor, Coral Gables, Florida 33146. The name of the Corporation's initial registered agent at that office is Carl St. Philip.

**ARTICLE V  
INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Carl St. Philip, 770 South Dixie Highway, 2nd Floor, Coral Gables, Florida 33146.


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**ARTICLE VI**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or any person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of April, 2001.

By:   
Carl St. Philip  
Incorporator

**CERTIFICATE OF ACCEPTANCE BY**  
**REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of STEINER SPAS USA, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 23 day of April, 2001.

By:   
Carl St. Philip

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