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Michael J. Dunleavy, P.A.

Attorney & Counselor at Law

1216 E. Atlantic Boulevard

Suite 7

Pompano Beach, Florida 33060

Telephone: (954) 942-9774

Fax: (954) 942-9223

May 3, 2001

Florida Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32301

**RE: Articles of Incorporation
Airhead's Oxygen Bars, Inc.**

900004190699--2
-05/09/01--01063--017
*****79.00 *****78.75

Dear Sir/Madam:

Please find enclosed our general account check No. 6772 in the amount of \$79.00, together with the original and one copy for certification of the Articles of Incorporation for the above named entity. Please file the articles and return a certified copy to this office.

Very truly yours,

Michael J. Dunleavy

Michael J. Dunleavy
For the firm

FILED
01 MAY -9 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY 15 2001

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ARTICLES OF INCORPORATION

OF

AIRHEAD'S OXYGEN BARS, INC.

FILED

01 MAY -9 AM 11: 48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: CORPORATE NAME: The name of this corporation is Airhead's Oxygen Bars, Inc.

ARTICLE 2: PRINCIPAL OFFICE: The street address of the initial principal office of this corporation is 11210 NW 52nd Street, Coral Springs, Florida 33076.

ARTICLE 3: MAILING ADDRESS: The initial mailing address of this corporation is 11210 NW 52nd Street, Coral Springs, Florida 33076.

ARTICLE 4: CORPORATE POWERS: This corporation shall have the power to engage in all transactions permitted by law, and shall otherwise have all powers and may engage in all business permitted by law.

ARTICLE 5: AUTHORIZED NUMBER OF SHARES: This corporation is authorized to issue one hundred (100) shares of common stock having no par value.

ARTICLE 6: PREEMPTIVE RIGHTS: Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof based upon the proportion of shares which such shareholder holds to the total issued and outstanding shares prior to the new offering at the price at which it is offered to others.

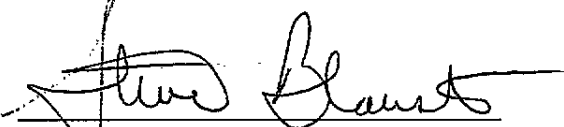
ARTICLE 7: INITIAL REGISTERED AGENT AND OFFICE: The street address of this corporation's initial registered office is 11210 NW 52nd Street, Coral Springs, Florida 33076. The name of the initial registered agent of this corporation at that address is Steven S. Blaustein.

ARTICLE 8: INCORPORATOR: The name and address of the incorporator of this corporation is Steven S. Baustein, located at 11210 NW 52nd Street, Coral Springs, Florida 33076.

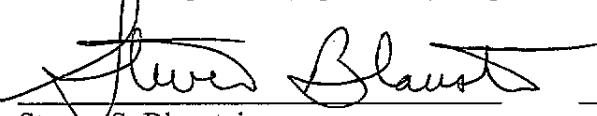
ARTICLE 9: INITIAL DIRECTOR: The name and address of the individual who is to serve as the initial director of this corporation is:

Steven S. Blaustein
11210 NW 52nd Street
Coral Springs, Florida 33076

ARTICLE 10: COMMENCEMENT OF CORPORATE EXISTENCE: The existence of this corporation shall commence as of the date of filing with the Secretary of the State of Florida.

 4-21-01
Steven S. Blaustein, Incorporator Date

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 hereby 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.

 4-21-01
Steven S. Blaustein Date

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