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RAYMOND M. MASCIARELLA II, P.A.
ATTORNEY AND COUNSELOR AT LAW

RAYMOND M. MASCIARELLA II

SUMMIT BUILDING, SUITE 340
840 U.S. HIGHWAY ONE
NORTH PALM BEACH
FLORIDA 33408

May 18, 2001

(561) 627-4448
Facsimile (561) 625-4181

Secretary of State
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

000004315540--7
-05/24/01--01078--012
***122.50 ***78.75

RE: Professional Massage Associates, Inc.

Dear Sir:

Please find enclosed one original and one copy of our Articles of Incorporation for the above company. Please file the original in your office and return to us one Certified Copy.

We are enclosing our check in the amount of \$122.50 covering the following:

\$35.00 Filing fees
\$35.00 Certificate Designating Registered Agent
\$52.50 Certified Copy

Yours very truly,

RAYMOND M. MASCIARELLA II, PA

Raymond M. Masciarella II, Esquire

RMM:ph
Enclosures

cc: Don Pearsall

FILED
01 MAY 24 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J 6/1

ARTICLES OF INCORPORATION
OF
PROFESSIONAL MASSAGE ASSOCIATES, INC.

FILED
01 MAY 24 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Professional Massage Associates, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this

corporation, shall have the right to purchase his or her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 275 Toney Penna Drive, Suite 11, Jupiter, Florida 33458, and the name of the initial registered agent of this corporation is Don S. Pearsall.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-laws. However, there shall never be less than one director or more than five. The names and addresses of the initial Board of Directors of this corporation are:

1. Don S. Pearsall
275 Toney Penna Drive
Suite 11
Jupiter, Florida 33458
2. August J. LaRuffa
275 Toney Penna Drive
Suite 11
Jupiter, Florida 33458

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator signing these articles is Don S. Pearsall, 275 Toney Penna Drive, Suite 11,

Jupiter, Florida 33458.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the shareholders.

ARTICLE XI
STOCK TRANSFERS--CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for purchase to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholders; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 90 days from the date of mailing. If the corporation fails or refuses within such 90-day period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his/her shares as he/she may deem fit. The President of the corporation is authorized to make any such purchase under this provision.

Each share Certificate issued by the corporation shall have

printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on this 16 day of MAY, 2001.


DON S. PEARSALL

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Don S. Pearsall, who is personally known to me or has produced _____ as identification, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 16th day of May, 2001.



Darla D McLeod
My Commission CC986808
Expires January 02, 2005


Notary Public

My Commission Expires January 2, 2005

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

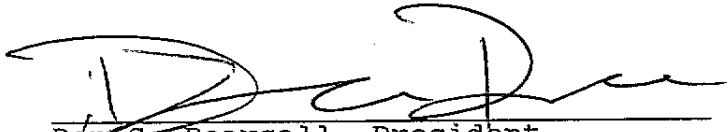
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FILED


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that Don S. Pearsall desiring to organize Professional Massage Associates, Inc. and qualify under the laws of the State of Florida, with its principal place of business located at 275 Toney Penna Drive, ^{Surtell} Jupiter, Florida 33458, has named Don S. Pearsall, as its agent to accept service of process within Florida.

Dated:


Don S. Pearsall, President

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Don S. Pearsall, Registered Agent