

P01000097376
Battaglia, Ross, Dicus & Wein, P.A.

Attorneys at Law

First Union Building 980 Tyrone Boulevard
Post Office Box 41100
St. Petersburg, Florida 33743-1100
Tel: (727) 381-2300 Fax: (727) 343-4059
www.brduelaw.com

Anthony J. Battaglia
Howard P. Ross ‡
Aubrey O. Dicus, Jr.
Stephen J. Wein
Kelli Hanley Crabb
Brian P. Battaglia
Robert E. Jagger
Edwin B. Jagger

‡ Board Certified Civil Trial and Business Litigation Lawyer

Christian B. Anouge, II
Timothy W. Weber
Maureen J. Anouge
Kairi L. Jones
Sean Kelly Kenakis
Sean K. McQuaid
Terri N. Thomas

FILED
OCT-4 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Larson & Larson, P.A.
Counsel for Intellectual Property

October 2, 2001

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

Re: SpaH Inc

500004623035-0
-10/04/01--01027--024
*****78.75 *****78.75

Dear Madam or Sir:

Enclosed please find the original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees (F.S. Sec. 607.0122):

Filing Fee for Articles of Incorporation and Designation and Acceptance by Registered Agent, and Certificate of Status... \$78.75

Please note that there is no comma after the word SpaH and that there is no period after the word Inc for the name of the corporation. Also, please note that the "S,H,I" letters are capital, while the rest are lower-case letters.

Please file the originals of the enclosed and return a date stamped copy to the undersigned.

Very truly yours,
BATTAGLIA, ROSS, DICUS & WEIN, P.A.

Maureen J. Anouge, Esq.

Enclosures

CC: Howard P. Ross, Esq.

Ps 10/5/01

ARTICLES OF INCORPORATION
OF
SpaH Inc.

FILED
01 OCT -4 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is SpaH Inc.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the corporation shall be at 3704 4th Avenue NE, Bradenton, FL 34208.

ARTICLE III
PURPOSE OF THE CORPORATION

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock at \$0.01 par value each.

ARTICLE V
INDEMNIFICATION

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

ARTICLE VI
TERM

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE VII
DIRECTORS

This corporation shall have at least three (3) directors initially. The number of directors may be changed from time to

time in accordance with the bylaws adopted by the directors, but the number shall never be less than three (3).
The names and addresses of the initial directors of the corporation are
Sylviane Devaud, 3704 4th Avenue NE, Bradenton, FL 34208
Jean Daniel Devaud, 3704 4th Avenue NE, Bradenton, FL 34208
Heinz Dinter, PO Box 558250, Miami, FL 33255-8250.

**ARTICLE VIII
INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of the corporation is
RESIDENT AGENT CORPORATION OF PINELLAS COUNTY
980 Tyrone Blvd.
St. Petersburg, FL 33710.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is
Howard P. Ross, Esq.

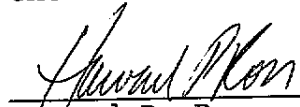
**ARTICLE X
PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash 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 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 XI
CUMULATIVE VOTING**

At each election for directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 15th day of October 2001, for the purpose of forming the corporation under the laws of the State of Florida.


Howard P. Ross, Esq., Incorporator

Acceptance By Registered Agent

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, the undersigned agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Dated this 1st day of October, 2001.

RESIDENT AGENT CORPORATION OF PINELLAS COUNTY
980 TYRONE BOULEVARD
ST.PETERSBURG, FL 33710.

By: Howard P. Ross
Howard P. Ross, Esq.
Its Vice President

01 OCT -4 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

010442/257339