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AFFORDABLE PARALEGAL SERVICES

December 5, 2001

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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FILED
01 DEC 12 PM12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: TWILIGHT MASSAGE STUDIO & LUXURY SPA, INC.

To Whom It May Concern:

Enclosed are an original and one (1) copy of the Articles of Incorporation for Twilight Massage Studio & Luxury Spa, Inc. Please file the original and return a certified copy to the undersigned at the address below.

Also enclosed is check #0633 in the amount of \$78.75.

On December 5, 2001, the name availability was checked for Twilight Massage Studio & Luxury Spa, Inc. and was confirmed as being available. Please apply the check for \$78.75 for this name.

Sincerely,


Leslie Pittman

817 DIXON BLVD., STE. 2A, COCOA, FL 32922
PHONE: (321) 636-0021 FAX: (321) 631-3117

D. BROWN DEC 13 2001

ARTICLES OF INCORPORATION
OF
TWILIGHT MASSAGE STUDIO & LUXURY SPA, INC.

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

ARTICLE ONE: NAME: The name of the corporation shall be **TWILIGHT MASSAGE STUDIO & LUXURY SPA, INC.**

ARTICLE TWO: DURATION: The term of existence of the corporation shall be perpetual.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. **TWILIGHT MASSAGE STUDIO & LUXURY SPA, INC.** may also own, buy and sell parts or all of other businesses, real estate and investments; conduct research; develop equipment; design, construct, own, sell and lease equipment; and hold patents. **TWILIGHT MASSAGE STUDIO & LUXURY SPA, INC.** may do writing of all types, including printing, publishing, distributing, buying and selling; enter into textiles and their manufacture, distribution, sales, etc.; and take advantage of any and all opportunities, ventures and spin-offs that are legally available.

ARTICLE FOUR: CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with no par value.

ARTICLE FIVE: REGISTERED OFFICE: The street address of the initial Registered Office of the corporation is 1415 N. Atlantic Avenue, Ste. A, Cocoa Beach, Florida 32931, and the name of the Registered Agent is **JENNIFER MARIE JACKSON**.

ARTICLE SIX: DIRECTORS: The Board of Directors of the corporation shall consist of no less than one (1) and no more than four (4) members. The name and address of the initial Board of Directors is:

Jennifer Marie Jackson – President/Secretary
119 Columbia Drive
Cape Canaveral, Florida 32920

Brenda Lee Bohannan – CEO/Treasurer
127 Riverside Drive
Cape Canaveral, Florida 32920

ARTICLE SEVEN: INCORPORATOR(S): The incorporators of the corporation and the subscriber to these Articles of Incorporation are:

Jennifer Marie Jackson
119 Columbia Drive
Cape Canaveral, Florida 32920

Brenda Lee Bohannan
127 Riverside Drive
Cape Canaveral, Florida 32920

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ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend By-Laws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation is: 1415 N. Atlantic Avenue, Ste. A, Cocoa Beach, Florida 32931 and the mailing address is the same.

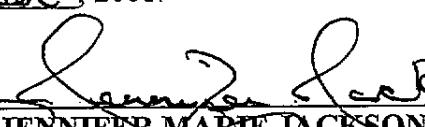
DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

TWILIGHT MASSAGE STUDIO & LUXURY SPA, INC., a Florida corporation, pursuant to Florida Statute 48.091, and its Articles of Incorporation, hereby designates **JENNIFER MARIE JACKSON**, whose address is 1415 N. Atlantic Avenue, Ste A, Cocoa Beach, Florida 32931, as its Registered Agent and Registered Office for the service of process as required by law.

ACCEPTANCE

I, **JENNIFER MARIE JACKSON**, of 1415 N. Atlantic Avenue, Ste. A, Cocoa Beach, Florida 32931, having been named in the foregoing Designation of Registered Agent by **TWILIGHT MASSAGE STUDIO & LUXURY SPA, INC.**, a Florida corporation, and being fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute 48.091, do hereby accept said designation and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.

DATED this 5th day of December, 2001.


JENNIFER MARIE JACKSON, Registered Agent

01 DEC 2001
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
PM 12:34
ED

DATED this 5th day of December, 2001.


JENNIFER MARIE JACKSON, Incorporator


BRENDA LEE BOHANNAN, Incorporator