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LAW OFFICES OF
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VIA FEDERAL EXPRESS

December 18, 2001

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

Re: LillyPilly Day Spa, Inc.

FILED
01 DEC 19 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for the above styled corporation which needs to be filed with your office, as well as our check in the amount of Seventy (\$70.00) Dollars for costs incurred in same. After the Articles of Incorporation have been filed, please return the stamped copy, with the confirmation letter of filing the above referenced Corporation, in the self-addressed stamped envelope enclosed for your convenience.

Do not hesitate to contact our office if you have any questions or require further information.

Sincerely yours,



Thomas O. Michaels, Esq.

Enclosures: as indicated.
TOM/tab

PS 12/20/01-

ARTICLES OF INCORPORATION

OF

LillyPilly Day Spa, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME**

The name of the corporation is: LillyPilly Day Spa, Inc.

**ARTICLE II
DURATION**

The term of the existence of the corporation is perpetual, and shall commence on the date of filing of these Articles.

**ARTICLE III
PURPOSE**

The purpose of which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 10,000 all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE V
PRINCIPAL OFFICE AND
REGISTERED OFFICE**

The principal office, if known, or the mailing address of the corporation is 1237 Lady Marion Lane, Dunedin, Florida 34698.

The street address of the initial registered office of the corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent at that address is Thomas O. Michaels, Esq.

ARTICLE VI
DIRECTORS/OFFICERS

The initial board of directors of the corporation shall consist of three members.

The names and addresses of the first board of director(s) are:

Jane E. Mundy, 6031 Fall River Dr., New Port Richey, FL 34655;

June M. Share, 7670 Deedra Circle, Port Richey, FL 34688, and;

Therese M. Degenhart, 951 Hamilton Ct., Palm Harbor, FL 34683.

The names and addresses of the initial officers of this Corporation are:

Jane E. Mundy, President, Secretary, Treasurer, 6031 Fall River Dr., New Port Richey, FL 34655.

June M. Share, Vice President, 7670 Deedra Circle, Port Richey, FL 34688.

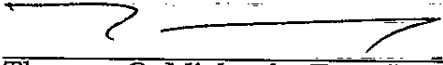
ARTICLE VII
INCORPORATOR

The name and address of the incorporator is: Thomas O. Michaels, Esq., 1370 Pinehurst Rd., Dunedin, Florida 34698

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Dated this 18 day of December, 2001.



Thomas O. Michaels, Esq., Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED

01 DEC 19 AM 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 18 day of December, 2001, by Thomas O. Michaels, Esq., who is personally known to me, and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

Sign: Teresa A. Barnett
Print: Teresa A. Barnett
Notary Public
State of Florida
My Commission Expires:
(Seal, if applicable)



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Thomas O. Michaels, Esq.
Registered Agent

Prepared By:
Thomas O. Michaels, Esq.
1370 Pinehurst Road
Dunedin, Florida 34698
(727) 733-8030
Fl Bar No. 270830