

STEPHANIE A. REINICKE, P.A.

ATTORNEY AT LAW
SUITE 803
1800 SECOND STREET
SARASOTA, FLORIDA 34236

BOARD CERTIFIED IN REAL ESTATE

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ALSO ADMITTED IN COLORADO

P02000017223
February 7, 2002

Florida Department of State
Division of Corporations
P. O. Box 5327
Tallahassee, Florida 32314

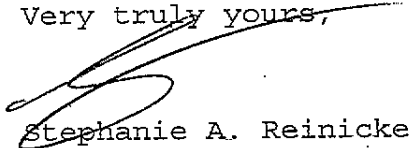
Re: Evolve Wellness Studios and Day Spas, Inc.

Ladies/Gentlemen:

Enclosed are Articles of Incorporation for the above referenced corporation and my check for the filing fee in the amount of \$87.50.

Please file the articles and return a certified copy to my office.

Very truly yours,


Stephanie A. Reinicke

/sar


Enclosures

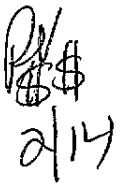
cc: Carolyn Waygood
Patrick Gorman

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W02-4129

FILED
2002 FEB 11 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

 2/14/02


2/14

ARTICLES OF INCORPORATION
OF
Evolve Wellness Studios & Day Spas, Inc.
A Florida Corporation

FILED
2002 FEB 11 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I
NAME

The name of this Corporation is Evolve Wellness Studios & Day Spas, Inc., a Florida corporation.

Article II
TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

Article III
NATURE OF BUSINESS

This Corporation is organized for the following purpose:
To engage in any and all lawful business.

Article IV
POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any

other manner reproduced.

- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.

- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Principal Office

The principal office and mailing address of this corporation shall be 323 10th Avenue West, Suite 302, Palmetto, Florida 34221.

ARTICLE VI
Capital Stock

This Corporation is authorized to issue ONE HUNDRED THOUSAND (100,000) shares of common stock with \$1.00 par value per share.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 1800 Second Street, Suite 803, Sarasota, Florida 34236, and the name of the initial Registered Agent of this Corporation at that address is PATRICK J. GORMAN, ESQUIRE.

ARTICLE VIII
Directors

This Corporation shall have five (5) Directors initially. The number of Directors may be changed from time to time by the Bylaws but shall never be less than three (3) directors and no more than eight (8) Directors. The names and addresses of the initial Directors of this Corporation who shall serve until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
CAROLYN R. WAYGOOD	4215 Caloosa Drive Palmetto, FL 34221
ROBERT J. HIERAK	4215 Caloosa Drive Palmetto, FL 34221
CHARLES M. WAYGOOD, JR.	4311 Caloosa Drive Palmetto, FL 34221
JAMES J. SCHIMPF	4311 Caloosa Drive Palmetto, FL 34221
PATRICK J. GORMAN	1800 Second St., Ste. 803 Sarasota, FL 34236

ARTICLE IX
Subscriber

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
PATRICK J. GORMAN	1800 Second Street, Ste. 803 Sarasota, FL 34236

FILED

ARTICLE X
Amendment

2002 FEB 11 PM 2:40

These Articles of Incorporation may be amended in the manner provided by law. STATE
TALLAHASSEE FLORIDA

WITNESS my hand and seal at Sarasota, Florida, this 7th day of February, 2002.

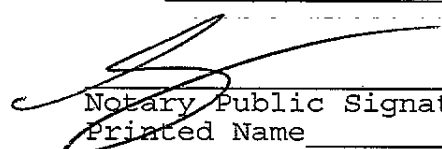

PATRICK J. GORMAN

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 7th day of February 2002, by PATRICK J. GORMAN who is personally known to me or who produced _____ as identification.

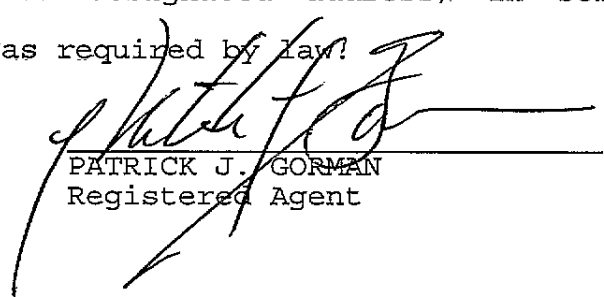


Stephanie Ann Reinicke
My Commission CC886972
Expires December 16, 2003


Notary Public Signature
Printed Name _____
My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law!


PATRICK J. GORMAN
Registered Agent