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A & T Accounting and Taxes  
7098 Bonita Drive  
Miami Beach, Florida 33141  
(305) 868-5365

April 06, 2002

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

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-04/10/02--01052--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

In Re: Incorporation of SPA INDULGENCES, INC.

Gentlemen:

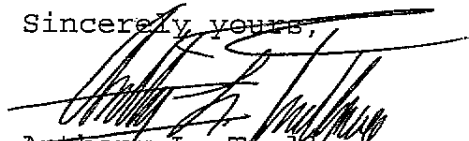
Please file the aforesaid corporation and return said  
filed Articles and Resident Agent Form to:

A & T Accounting and Taxes  
7098 Bonita Drive  
Miami Beach, Florida 33141

Furthermore, please find herein enclosed the appropriate  
check for the filing fees together with the Articles of  
Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do  
not hesitate to call us at (305) 868-5365 or write to us at  
the above styled address.

Sincerely yours,

  
Anthony L. Trullienque  
A & T Accounting and Taxes

at/IT

cc: Archived

ARTICLES OF INCORPORATION

OF

SPA INDULGENCES, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE

NAME

The name of the corporation is:

SPA INDULGENCES, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

- A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;
- B.) The Corporation may more particularly engage in the following businesses and/or activities:

- 1.) To engage in the Spa Business, including but not limited to the rendering of aesthetic and massage services and any and all other related industry activities;
- 2.) To engage in every aspect and phase of the business of body training and any and all related activities;
- 3.) To engage in the business of wholesale and retail sales of any and all kind of goods and merchandise more particularly in any and all world markets, both in the United States and throughout the world. Furthermore, to engage in the wholesale and retail business of all commercial and personal lines of goods, commodities, cellular telephones and their related accessories, and not limited to the sale of optical lenses, cosmetics, clothes, shoes, accessories, fantasy jewelry, leather articles, purses, handbags & wallets of any kind, computers, commodities, durable goods and any and all other goods and merchandise of any kind and nature including food of any kind and nature;
- 4.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;
- 5.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;
- 6.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such

personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

- 7.) And engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated;
- 8.) To act as a purchase agent, develop sales seminars, vending seminars, sales consulting, resale, retail and wholesale businesses, develop and coordinate trade shows and exhibitions act as a distributor and or fulfillment agent for all types of merchandise or products both durable and non-durable;
- 9.) And to engage in the any and all commercial or other lines of business or businesses as the corporation may deem advisable.

#### ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE  
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

BETZY SARA KEOUGH  
350 SOUTH SHORE DRIVE, # 19  
MIAMI BEACH, FLORIDA 33141

The corporate address and/or corporate headquarters shall be located at:

350 SOUTH SHORE DRIVE, # 19  
MIAMI BEACH, FLORIDA 33141

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The name and address of the initial directors of the corporation are:

BETZY SARA KEOUGH  
350 SOUTH SHORE DRIVE, # 19  
MIAMI BEACH, FLORIDA 33141

PAUL ANDREW KEOUGH  
350 SOUTH SHORE DRIVE, # 19  
MIAMI BEACH, FLORIDA 33141

ARTICLE SEVEN  
INCORPORATORS

The initial incorporators are as follows:

BETZY SARA KEOUGH  
350 SOUTH SHORE DRIVE, # 19  
MIAMI BEACH, FLORIDA 33141

PAUL ANDREW KEOUGH  
350 SOUTH SHORE DRIVE, # 19  
MIAMI BEACH, FLORIDA 33141

ARTICLE EIGHT  
BY-LAWS

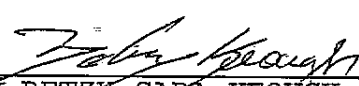
The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

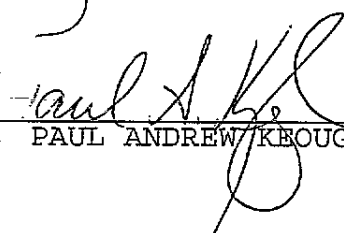
ARTICLE NINE  
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the

incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 6th day of April, Two thousand and two (2002).

  
BETZY SARA KEOUGH

  
PAUL ANDREW KEOUGH

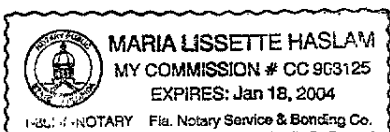
STATE OF FLORIDA                     )  
  )     s.s.  
COUNTY OF MIAMI-DADE         )

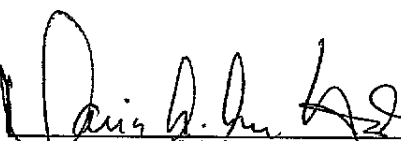
BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, County of Dade, and City of Miami Beach, personally appeared :

BETZY SARA KEOUGH AND PAUL ANDREW KEOUGH  
Known to me and by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of April, two thousand and two (2002).

My commission expires:



  
Notary Public, State of Florida



DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

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PURSUANT TO THE FLORIDA STATUTES, the following is submitted  
in compliance with said Statutes:

FIRST--That SPA INDULGENCES, INC.  
is qualified to do business under the laws of the State of  
Florida with its principal office at 350 SOUTH SHORE DRIVE,  
# 19, City of MIAMI BEACH, State of FLORIDA, County of Miami  
Dade, and has appointed BETZY SARA KEOUGH, as it's agent to  
accept Service of Process within this State and whose address  
is: 350 SOUTH SHORE DRIVE, # 19, MIAMI BEACH, FLORIDA 33141.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the  
above stated corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity and  
further agree to comply with the provision of said Statutes  
relative to keeping open said office.

BY: Betzy S. Keough  
BETZY SARA KEOUGH  
REGISTERED AGENT