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

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-05/17/02--01037--010
*****78.75 *****78.75

Re: UTOPIA SALON & SPA, INC.

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,



HEATHER RUSSELL

Mailing address of corporation:

739 NORTH FEDERAL HWY
STUART , Florida 34994
Phone: 772-692-0202

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DIVISION OF CORPORATIONS
02 MAY 17 PM 3:14

5-21-02
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AFFIDAVIT

I Jamie A. Lynch, incorporator of Utopia Salon & Spa, Inc. do hereby release this name to Heather Russell and state I have no intentions of revoking the corporate dissolution (attached), and hereby releasing the name for the new entity being formed by Heather Russell.

Signed this 15th day of May, 2002

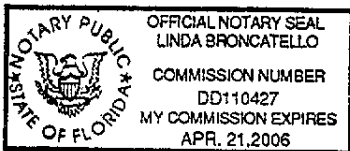
Signature Jamie A. Lynch

JAMIE A. LYNCH
(Typed or printed name)

CEO / Sec.
(Title)

NOTARY:

Personally known to me Jamie A. Lynch.
this 15th day of May 2002.



Linda Broncatello

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ARTICLES OF INCORPORATION

of

UTOPIA SALON & SPA, INC.

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The undersigned subscriber(s) to these **Articles of Incorporation**, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: **UTOPIA SALON & SPA, INC.**

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Seventy Five Hundred shares (7500) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Name: HEATHER RUSSELL	
Address: 739 NORTH FEDERAL HWY	
City: STUART	Florida, 34994

The principal office, if known, or the mailing address of the corporation is:

Name: UTOPIA SALON & SPA, INC.	
Address: 739 NORTH FEDERAL HWY	
City: STUART	Florida, 34994

ARTICLE VI - INITIAL BOARD OF DIRECTORS


This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial director(s) of the corporation are as follows:

Name: HEATHER RUSSELL
Address: 739 NORTH FEDERAL HWY
City: STUART, Florida 34994
Name:
Address:
City:
Name:
Address:
City:

The names and addresses of the Incorporators signing these Articles of Incorporation are as follows:

Name: HEATHER RUSSELL
Address: 739 NORTH FEDERAL HWY
City: STUART, Florida 34994
Name:
Address:
City:
Name:
Address:
City:

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this
__13__ day of __MAY__, 2002


HEATHER RUSSELL

**CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

of

UTOPIA SALON & SPA, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 739 NORTH FEDERAL HWY, STUART, FLORIDA, 34994 has named HEATHER RUSSELL located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Have been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.



HEATHER RUSSELL

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