

P02000080081

CLIFFORD HUGHES
3545 CHESTNUT HILL COURT
JACKSONVILLE, FLORIDA 32223
(904) 910-0969

July 19, 2002

FILED
2002 JUL 22 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: SPA CALL, INC.

Gentlemen:

We are enclosing the following in connection with the above corporation:

1. Articles of Incorporation in duplicate
2. Resident Agent Certificate

800006551288--3
-07/22/02--01050--019
*****70.00 *****70.00

We also enclose our check in the amount of \$70.00 in payment of the fees. We request that you process the documents for this corporation and return the Articles of Incorporation to us when they have been filed.

Sincerely,

Clifford Hughes

CH/jh
Enclosures

07-24

ARTICLES OF INCORPORATION

OF

SPA CALL, INC.

ARTICLE I. NAME

The name of the corporation is:

SPA CALL, INC.

The principal office and mailing address of the corporation is 3545 Chestnut Hill Court, Jacksonville, Florida 32223. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be one hundred (100) shares of common stock, each share having no par value.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

3545 Chestnut Hill Court
Jacksonville, Florida 32223

The name of the initial registered agent of this corporation at that address is:

Clifford Hughes
3545 Chestnut Hill Court
Jacksonville, Florida 32223

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall not be less than two (2). The name and address of the initial director of this corporation is:

Clifford Hughes
3545 Chestnut Hill Court
Jacksonville, Florida 32223

and

Joanna Hughes
3545 Chestnut Hill Court
Jacksonville, Florida

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE X. SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI.

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIII. INCORPORATOR

The name and address of the person signing these Articles is:

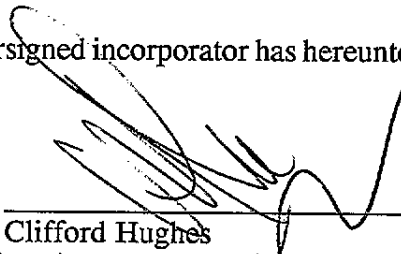
NAME

Clifford Hughes

ADDRESS

3545 Chestnut Hill Court
Jacksonville, Florida 32223

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 10th day of July, 2002.


Clifford Hughes

FDLH22019520410

(SEAL)

STATE OF FLORIDA)
 :ss
COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Clifford W. Hughes, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of July, 2002.



Alfred J. Allen
Notary Public-State of Florida at Large.

My Commission Expires: 4-18-03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

SPA CALL, INC.

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance
with said Act:

First--That SPA CALL, INC. desiring
to organize under the laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named
Clifford Hughes, located at 3545 Chestnut Hill Court, City of Jacksonville, County of Duval,
State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By



(Registered Agent)