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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850)224-8870
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG -2 PM 4:09

FLORIDA PROFIT CORPORATION OR P.A.

BAY AREA MASSAGE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Capital Connection, Inc.

8-2-02
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**ARTICLES OF INCORPORATION
OF
BAY AREA MASSAGE, INC.**

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

FIRST: The name of the corporation is Bay Area Massage, Inc.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have at any time shall be 500 shares, having a ONE DOLLAR (\$1.00) par value each. All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purposes, or at the organizational meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for consideration and the issuance of so much of the capital stock as the directors of the corporation may decide.

FOURTH: The amount of capital with which the professional association may begin business will not be less than FIVE HUNDRED DOLLARS

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(\$500.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follows:

Gaelan Clark
4726 N. Habana Avenue, Suite 203
Tampa, Florida 33614

SEVENTH: The number of directors constituting the initial board of directors is one (1).

EIGHTH: The name and post office address of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, is the following:

President & Vice-President: Gaelan Clark
4726 N. Habana Avenue, Suite 203
Tampa, FL 33614

Secretary & Treasurer: Gaelan Clark
4726 N. Habana Avenue, Suite 203
Tampa, FL 33614

NINTH: The name and the post office address of the incorporator is:

Gaelan Clark
4726 N. Habana Avenue, Suite 203
Tampa, Florida 33614

TENTH: The name and post office address of the principal corporate officer which is also the corporation's principal office and mailing address is:

4726 N. Habana Avenue, Suite 203
Tampa, Florida 33614

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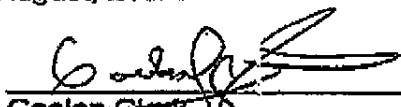
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ELEVENTH: In furtherance and not in limitation of the power conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and lien by the property and franchises of this corporation.

TWELFTH: Cumulative voting may be permitted by the terms of the by-laws:

IN WITNESS WHEREOF, the party hereto has set his hand and seal this 15th day of August, 2002.



Gaelan Clark
President and Incorporator of Bay Area
Massage, Inc.

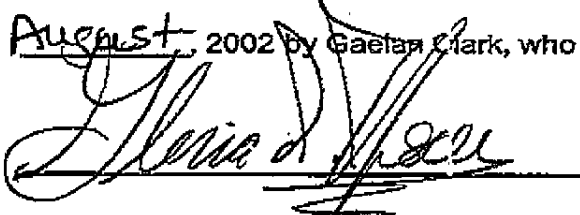
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STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH) SS:

BE IT REMEMBERED, that on this day personally appeared, before me,
Gaelan Clark, party to the foregoing Articles of Incorporation to be the act and deed of
the signers, and that the facts therein states are truly set forth.

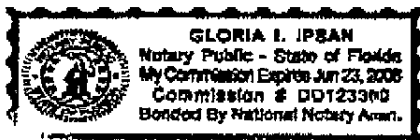
SWORN TO AND SUBSCRIBED before me this 1ST day of
August, 2002 by Gaelan Clark, who is personally known to me.



Tampa, FL Notary Public
State of Florida

My Commission Expires: 6/23/02

I HEREBY am familiar with and accept the duties and responsibilities as
registered agent for said corporation.




Gaelan Clark, Registered
Agent for BAY AREA MESSAGE, INC.

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