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To:

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

From:

Account Name : LITTMAN, SHERLOCK & HEIMS, INC.
Account Number : F19980000097
Phone : (561)287-0200
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FLORIDA PROFIT CORPORATION OR P.A.

The Grand Oasis Medi-Spa, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
The Grand Oasis Medi-Spa, Inc.

ARTICLE I. NAME

The name of this Corporation is The Grand Oasis Medi-Spa, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "common shares".

Prepared by
Virginia P. Sherlock, Fla. Bar #898544
Littman, Sherlock & Helms, P.A.
P.O. Box 1197
Stuart, FL 34995

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. COMPLIANCE WITH SECURITIES ACT

Pursuant to Section 517.061, Florida Statutes, the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the office of this corporation is 301 Legend Trail, Vero Beach, Florida, and the name of the initial registered agent of this corporation is JOSEPH P. DIMAIO, whose address is 301 Legend Trail, Vero Beach, Florida 32963.

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ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one member and never more than five members.

The name and address of the initial director of this corporation are as follows:

JOSEPH P. DIMAIO
301 Legend Trail
Vero Beach, FL 32963

THOMAS W. LEWIS
3790 7th Terrace, Suite 202
Vero Beach, FL 32960

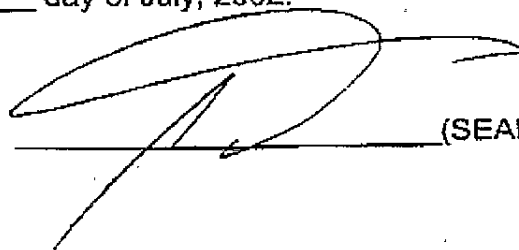
CURTIS DALILI
3790 7th Terrace, Suite 202
Vero Beach, FL 32960

Directors are elected in accordance with the by-laws of the corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles are: JOSEPH P. DIMAIO, 301 Legend Trail, Vero Beach, FL 32963.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of July, 2002.


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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That The Grand Oasis Medi-Spa, Inc., desiring to organize under the laws of the State of Florida, with its principal office at the City of Vero Beach, County of Indian River, State of Florida, as set forth in the Articles of Incorporation, has named JOSEPH P. DIMAIO its Registered Agent to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT

(Must Be Signed by Registered Agent)

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

By: 

JOSEPH P. DIMAIO

As Registered Agent

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