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STANLEY HYMAN
Attorney at Law
P. O. BOX 480-458
Delray Beach, Florida 33448

Telephone: 561-638-4049
Facsimile: 561-638-4048

July 22, 2002

DIVISION OF CORPORATIONS
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation
BHAKTI MASSAGE, INC.

000006656200--0
-07/25/02--01032--010
****122.50 *****78.75

Gentlemen:

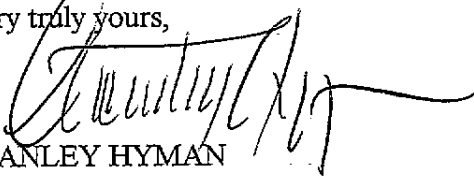
Enclosed you will find an original and one copy of the Articles of Incorporation of: BHAKTI MASSAGE, INC. along with duplicate copies of the certificate designating place of business domicile and agent for service of process within the State of Florida. Also enclosed is a check payable to the order of the "Department of State" in the amount of \$122.50 which represents payment for the following:

1. 35.00 Filing fee
 2. 52.50 Certified copy
 3. 35.00 Filing Designated agent Certificate
- \$ 122.50

I trust you will find the papers in order. After processing please send the certified Articles and assigned Charter Number, in addition to all receipts and correspondence to the undersigned.

Thanking you in advance for your prompt attention to this matter, I remain,

Very truly yours,



STANLEY HYMAN
SH:bms
enclosures

10022/532



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 25, 2002

STANLEY HYMAN
PO BOX 480-458
DELRAY BCH, FL 33448

SUBJECT: BHAKTI MESSAGE, INC.
Ref. Number: W02000021532

We have received your document for BHAKTI MESSAGE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

CLARIFY ONE ADDRESS FOR THE PRINCIPAL OFFICE AND CORRECT ARTICLE VII

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 302A00045305

ARTICLES OF INCORPORATION

OF

ETHERIA MASSAGE, INC.

FILED

02 AUG -5 AM 9:10

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned do(es) hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: ETHERIA MASSAGE, INC.

ARTICLE II - DURATION

This corporation shall commence its existence on the date of filing with the Secretary of State and shall exist perpetually hereafter unless sooner dissolved according to law.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permissible under the laws of the State of Florida and of the United States.

In addition to the general powers set forth above, the specific enumeration of powers set forth below shall not be held to limit or restrict, in any manner, the powers of the corporation. Among the purposes for which the corporation is formed are:

a) To engage in the business of providing comprehensive massage and body work therapies, including aromatherapy, specialized modalities, and treatments in a health and yoga studio setting.

b) To engage in any mercantile or trading business of any kind or character whatever, within or without the State of Florida, buy and sell, as broker or agent, or on its own account at wholesale or retail, import and export, acquire, own, exchange, barter, transfer, contract, lease, encumber, prepare for market, package, distribute, ship, install, service and repair, alter conduct, operate and more particularly but without limiting the generality of the foregoing, to carry on in all its branches and to generally deal in and to create, restore, reconstruct, and to exhibit artwork, craft work, ornaments, statues, carvings, rugs, tapestries, paintings, pottery, articles made from precious and other stones, metals and substances, antiques, works of art of every class, kind and description and copies or reproductions thereof, to buy, sell and deal in any arts and crafts materials and supplies of all kinds.

c) To purchase, acquire, hold and dispose of all stocks, bonds and other securities of any other corporation, and to possess and exercise in respect thereto all the right, powers and privileges of ownership.

d) To purchase or otherwise acquire and to hold, own, mortgage, sell or dispose of any and all real property, whether improved or unimproved, or any interest therein, and to any amount in the State of Florida and in other state territory of the United States or foreign country.

e) To borrow or raise money for any purpose of the corporation, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment of any thereof and of the interest thereon by mortgage upon pledge, conveyance, assignment in trust of the whole or any part of the property of the corporation; to sell pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

f) In general, to carry on any other similar business in connection with the foregoing, to have and exercise all the powers conferred upon corporations by the Laws of the State of Florida, and to do any and everything necessary, suitable and proper for the accomplishment of any of the purposes herein above set forth, either along or in association with other corporations, associations, firms or individuals and to do everything, incident to or growing out of or in connection with the foregoing purposes or powers so far as the same be not inconsistent with the Laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of COMMON STOCK, of a par value of ONE (\$1.00) DOLLAR per share, which shall be designated as "COMMON SHARES". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - 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 (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

**ARTICLE VII - INITIAL PRINCIPAL OFFICE AND PRINCIPAL
PLACE OF BUSINESS**

The street address of the initial principal office of this corporation is: 7820 Glades Road, Suite 150, Boca Raton, Florida 33434. The principal place of business of this corporation is at 7820 Glades Road, Suite 150, Boca Raton, Florida 33434.

ARTICLE VIII - INITIAL REGISTERED AGENT

The name of the initial registered agent is STANLEY HYMAN, ESQ. whose address is 10750 Avenida Del Rio, Delray Beach, Florida 33446.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The first Board of Directors of the corporation shall consist of One (1) member who need not be a resident of the State of Florida or stockholders of the corporation.

The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than One (1). The name and address of the initial Board of Directors of this corporation are:

SHARI L. HYMAN
10750 Avenida Del Rio
Delray Beach, Florida 33446

ARTICLE X - INCORPORATOR

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

STANLEY HYMAN, ESQ.
10750 Avenida Del Rio
Delray Beach, Florida 33446.

ARTICLE XI - BY-LAWS

The power to adopt, alter amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders of the corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any other directors of this corporation are pecuniarily or otherwise interested in, or are directors of, such other corporations. Any director, individual, or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

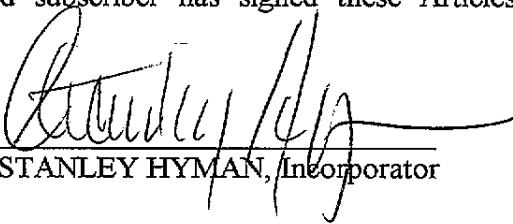
ARTICLE XIV - AMENDMENTS TO ARTICLE OF INCORPORATION

The corporation reserves the right from time to time to amend, alter or repeal, or add any provision to its Articles of Incorporation (as now constituted or hereafter amended) in any manner now or hereafter prescribed or permitted by the Florida Statutes, or any amendment thereto, and all rights conferred upon stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation.

ARTICLE XV

The private and personal property of the stockholders cannot be subject to the payment of this corporation's corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the corporation.

IN WITNESS THEREOF, the undersigned subscriber has signed these Articles of incorporation this 30th day of July, 2002.


STANLEY HYMAN, Incorporator

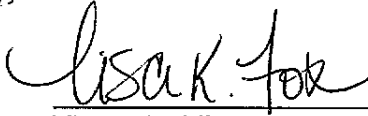
STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared STANLEY HYMAN, 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 31st day of July, 2002.



Lisa K. Fox
MY COMMISSION # DD098501 EXPIRES
July 20, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public

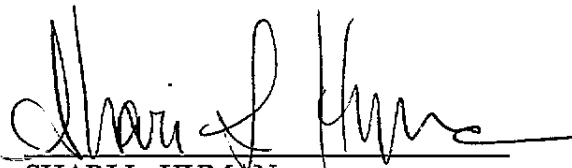
My commission expires:

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

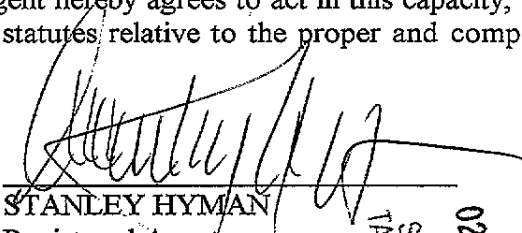
In compliance with section 607.134, Florida Statutes, the following is submitted:

FIRST: ETHERIA MASSAGE, INC. desiring to organize and qualify under the laws
of the State of Florida, with its principle place of business at 7820 Glades Road, Suite 150, Boca
Raton, Florida 33434, has, and does hereby name STANLEY HYMAN, ESQ. located at 10750
Avenida Del Rio, Delray Beach, Florida 33446, as its agent to accept service of process within this
state.

Dated: 7/30/02
Delray Beach, Fl.


SHARI L. HYMAN
Director and Corporate Officer

HAVING BEEN named to accept service of process for the above stated corporation, at the
place designated in the certificate, the designated agent hereby agrees to act in this capacity, and
further agrees to comply with the provisions of all statutes relative to the proper and complete
performance of its duties.


STANLEY HYMAN
Registered Agent

FILED
02 AUG -5 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA