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(Business Entity Name)

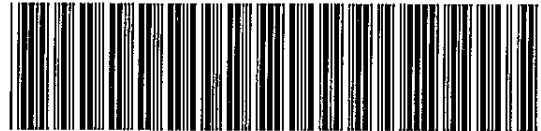
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RECEIVED
02 NOV 25 AM 9:37
DIVISION OF CORPORATION

FILED
02 NOV 25 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Antonia's Spa Inc

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- ☒ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION
OF
ANTONIA'S SPA, INC.

FILED
02 NOV 25 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I. NAME.

The name of the corporation shall be:

ANTONIA'S SPA INC.

The principal place of business of this corporation shall be 12551 New Brittany Boulevard, Suite 26-E, Fort Myers, Florida 33907.

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12551 New Brittany Boulevard, Suite 26-E, Fort Myers, Florida 33907, and the name of the initial registered agent of the corporation at that address is ANTONIA WALLACE.

ARTICLE V. TERM OF EXISTENCE.

The corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION.

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U. S. C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. INCORPORATOR

The names and street addresses of the incorporator to these Articles of Incorporation:

ANTONIA WALLACE
703 NE 2ND PLACE
CAPE CORAL, FL. 33909

CHRISTINE CROWLEY
4313 SE 18TH PLACE
CAPE CORAL, FL. 33904

ARTICLE VIII. DIRECTORS.

This corporation shall have three directors, initially. The name and street address of the initial member of the Board of Directors is:

ANTONIA WALLACE 703 NE 2nd Place, Cape Coral, Florida 33909

CHRISTINE CROWLEY 4313 SE 18th Place, Cape Coral, Florida 33904

OLIVER R. STRANGE 2116 Acklen Avenue, Apt 3, Nashville, TN 37212

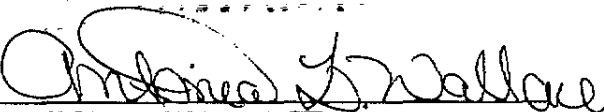
IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal
this 12 day of November 2002.


ANTONIA WALLACE


CHRISTINE CROWLEY

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity. I am familiar with the obligations of that position and I further agree to comply with the provisions of all Statutes relative to the proper and the complete performance of my duties, and I accept the duties and obligations of Section 607.0502 of the Florida Statutes.

Dated: 11-12-02


ANTONIA WALLACE

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