

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : WARNER FOX SEELEY DUNGEY & SWEET, LLP
Account Number : 076247002541
Phone : (772)287-4444
Fax Number : (772)283-4637

FLORIDA PROFIT CORPORATION OR P.A.

NATIONAL SPAS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

NATIONAL SPAS, INC.

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation shall be:

NATIONAL SPAS, INC.

The corporation's mailing address shall be:

900 N. Federal Highway, Stuart, Florida 34994

**ARTICLE II
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 1100 S. Federal Highway, Stuart, FL 34994.

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The name of the initial registered agent of this corporation at that address is: Richard J. Dungey.

ARTICLE VI
INCORPORATOR

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

Fred Katzman
900 N. Federal Highway, Stuart, FL 34994

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

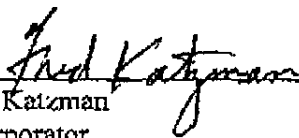
ARTICLE VIII
COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes, Section 607.0203, this corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th of February, 2003.


Fred Katzman
Incorporator

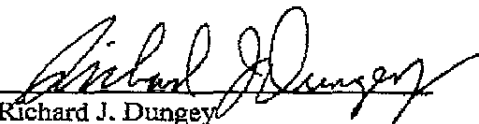
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for NATIONAL SPAS, INC. (the corporation), at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 7th day of February, 2003.


Richard J. Dungey
Registered Agent

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