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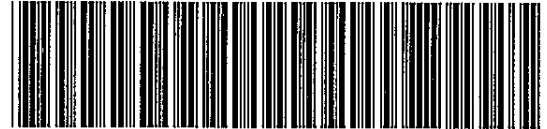
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03 AUG 13 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Cory Mango  
 Director of the Corporation  
 Aire Spa International, Incorporated  
 2430 Vanderbilt Beach Road  
 Suite 108 - # 333  
 Naples, Florida 34109  
 T: 239-777-1302  
 F: 239-593-6497

Friday, July 18, 2003

VIA: Fed-Ex

Ms. Diane Cushing  
 Florida Department of State  
 Division of Corporations  
 409 E. Gaines Street  
 Tallahassee, FL 32399

RE: Aire Spa International, Incorporated - Proper Registration in State of Florida as a Foreign Corporation

Dear Diane,

As we discussed several days ago, the purpose of this letter is to properly register Aire Spa International, Incorporated, a Nevada Corporation, as a Foreign Corporation in good standing with the State of Florida.

However, the current situation is a little more complicated than above stated. The following will provide you with a timeline of events that have occurred with Aire Spa International, Incorporated. Hopefully after you have read this letter with all of the enclosed attachments, the corporation will be registered & filed properly in Florida.

1 - Aire Spa International, Incorporated was incorporated in the state of Nevada on January 21, 2003. Attached is an original copy of the Corporate Charter, an original copy of the Articles of Incorporation and an amended list of Officers, Directors and Resident Agent. (Attachment A)

2 - On February 10, 2003, I originally attempted to register Aire Spa International, Inc as a Foreign Corporation, however, attached is a letter returned to me by Marsha Thomas. She informed me that original documents for the corporation were not submitted therefore the corporation was not filed as a Foreign Corporation. A copy of the paperwork & check is also attached. (Attachment B) - This check has been cashed and hopefully can be used towards the revised Foreign Corporation application.

3 - On March 24, 2003, an electronic filing for Articles of Incorporation was inadvertently submitted and filed with the State of Florida. My business partner Jacqui Sovel formed a Florida corporation, instead of trying to register Aire Spa as a Foreign corporation. Unfortunately, I was hospitalized for 4 weeks in February - March 2003, hence the mistake on the filing and the delay in trying to resolve these filing issues with the State of Florida. (Attachment C).

With all of the above being stated, below I am submitting per your advice the following forms along with the associated fee for the Dissolution only (I believe the state cashed check number 1001 back in March, 2003)

- "Profit Dissolution Form" - for the existing Florida Corporation
- Revised "Application by Foreign Corporation for authorization to transact business in Florida"

I will follow up with a phone call to you in the next few days to confirm that all of the enclosed paperwork is correct and the corporation can be filed properly. Please call me with any questions at 239-777-1302.

Thank you in advance for your cooperation.

Respectfully,

  
 Cory Mango

CM/jl  
 attachments

03 AUG 13 AM 02:00  
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FF 35  
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**ARTICLES OF DISSOLUTION**

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Aire Spa International Inc.

SECOND: The filing date of the articles of incorporation was: March 24, 2003

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

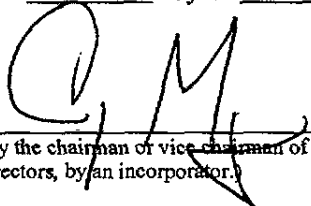
FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 18th day of July, 2003

Signature   
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Cory Mango  
(Typed or printed name)

Director of the Corporation - Aire Spa International, Incorporated  
(Title)

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