

P03000054087

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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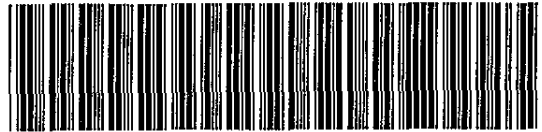
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
03 MAY -8 AM 9 53
SECRETARY OF STATE
TOLSON, GEORGE

BRODY & BRODY, P.A.
500 East Broward Boulevard
Suite 1940
Ft. Lauderdale, Florida 33394

954-524-4684 (Tel.)
954-524-4685 (Fax)

May 7, 2003

Via Federal Express

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Spa Ventures, Inc.

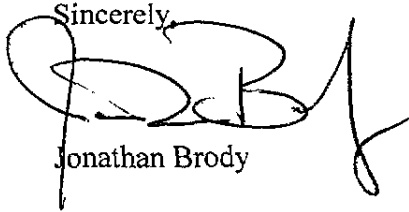
To whom it may concern:

Enclosed for filing are the Articles of Incorporation and Designation of the Registered Agent for the above referenced corporation.

Also enclosed is a check on the amount of \$70.00 representing the filing fee for the enclosed documents. Please forward a filing receipt to me in the enclosed envelope.

Your prompt attention to this matter will be appreciated.

Sincerely,

A handwritten signature in black ink, appearing to read 'J. Brody', with a large, stylized flourish extending from the end of the signature.

Jonathan Brody

Enclosures

**ARTICLES OF INCORPORATION OF
SPA VENTURES, INC.**

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporations Act.

Article I - Name

The name of the corporation shall be Spa Ventures, Inc.

Article II – Initial Principal Office

The initial principal place of business and mailing address of this corporation shall be 1227 S. Federal Highway, Bay D-103, Pompano Beach, FL 33062.

Article III - Shares

This corporation is authorized to issue One Thousand (1,000) shares of common stock, par value \$.01 per share.

Article IV - Initial Registered Agent and Street Address

The name and mailing address of the initial registered agent is:

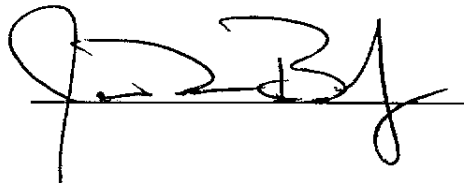
Jonathan Brody
500 East Broward Blvd.
Suite 1940
Ft. Lauderdale, FL 33394

Article V - Incorporator

The name and mailing address of the incorporator of these Articles of Incorporation is:

Jonathan Brody
500 East Broward Blvd.
Suite 1940
Ft. Lauderdale, FL 33394

The undersigned incorporator has executed these articles of incorporation this 7th day of May, 2003.



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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF THE REGISTERED
AGENT AND REGISTERED OFFICE OF
SPA VENTURES, INC.**

Pursuant to the provisions of §607.0501, Florida Statutes, SPA VENTURES, INC., a corporation organized under the laws of the State of Florida, submits the following statement in designating its registered agent and office in the State of Florida.

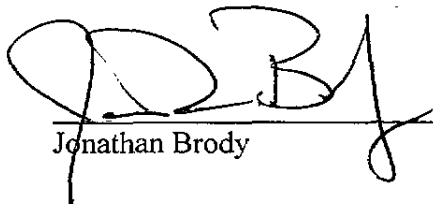
The name and address of the registered agent and office of the corporation is:

Jonathan Brody
500 East Broward Blvd.
Suite 1940
Ft. Lauderdale, FL 33394

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for SPA VENTURES, INC., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with all provisions of all statutes relating 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 May, 2003.


Jonathan Brody

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TALLAHASSEE, FLORIDA