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Phone 954 <sup>727-0344</sup>  
KARNINE  
JEAN-JOSEPH ~~ATTY~~ (KARLIS ENST.  
6750  
6750 W COMMERCIAL BLVD  
FORT LAUDERDALE State FL ZIP 33319



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(City/State/Zip/Phone #)

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6-25-03

ARTICLES OF INCORPORATION  
OF  
FOREVER YOUNG BED MASSAGE CENTER INC.  
A Florida Corporation

(Pursuant to Chapter 607 and 621, Florida Statutes)

The undersigned persons have associated themselves for the purpose of forming a corporation under the laws of Florida and adopt the following Articles of incorporation.

1. Name The name of this corporation is FOREVER YOUNG MASSAGE CENTER INC. the period of duration shall be perpetual.
  2. Purpose and Powers This corporation is organized for the transaction of any and all lawful business for which corporations may incorporated under the laws of the State of Florida, as they may be amended from time to time.
- This corporation shall have the broad general powers set forth in s. 607.0302, Florida Statutes.
3. Initial Business the general nature of the business proposed to be transacted initially by the corporation, at any place within the United States, and generally to do all acts reasonable and necessary for the furtherance of such business.
  4. Authorized Capital The Corporation shall have the authority to issue 500 shares of common stock. The par value of the stock is \$1.00
  5. Known Place of Business The known place of business of the corporation Shall be 6750 W. COMMERCIAL BLVD. LAUDERHILL, FL. 33319
  6. Board Of Directors The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by laws by in event shall consist of no fewer than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial board of directors shall consist of 1 person, who shall serve until the first annual meeting of the shareholders, and whose names and addresses are:

KARNINE JEAN-JOSEPH, RN	6750 W. COMMERCIAL BLVD.
	LAUDERHILL, FL. 33319
MYTCHELL CHANCY, RN	21029 SW 85 <sup>TH</sup> PASSAGE
	MIAMI, FL. 33189

7. Officers: The initial officers of the corporation who shall serve at the pleasure of the board of directors are:

KARNINE JEAN- JOSEPH, RN President  
MYTCHELL CHANCY, RN Treasure

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8. Dealing by Directors No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested shall be disclosed or shall have been known to be the board of director or a majority thereof, and any director of the corporation who is also a director or officer of such other 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 shall authorize such contract of transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

9. Limitation of director's liability No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of Florida law (director conflicts of interest); or (e) any transaction from which the director derived an improper personal benefit. This article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this article becomes effective.

10. Indemnification of officers, Employees, Agents. Subject to the provisions of this article, the corporation shall indemnify any and all its existing and former officer, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. The corporation shall make indemnification whether the legal action brought or threatened is by or in the right of the corporation or by any person.

Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the chairman of the board of directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her while acting within the scope of his or her employment as a officer, employee or agent of the corporation, the board of directors shall, at its next regular or at special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the board of directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be available with respect to liabilities under the securities act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to

Whom indemnification would otherwise have been applicable shall have unreasonable refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

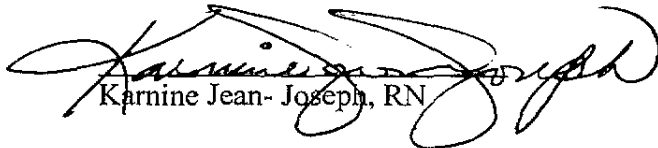
11. Registered Agent the name and registered address of the registered agent of the corporation is:

KARNINE JEAN-JOSEPH, RN

12. The corporation will not commence business until it has received for the issuance of its shares consideration of the value of a stated sum, which shall be at least one thousand dollars (\$1,000.00)

IN WITNESS WHEREOF, the following incorporators have signed these articles of incorporation, intending that they be effective as of.

Executed this 20TH day of June 2003 by all incorporators.

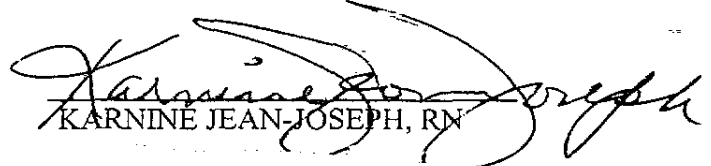
  
Karnine Jean- Joseph, RN

  
Mytchell Chancy, RN

#### ACCEPTANCE BY REGISTERED AGENT

Karnine Jean-Joseph, who has been a bona fide resident of Florida, hereby accepts his appointment as registered agent of FOREVER YOUNG BED MASAGE CENTER INC. To accept and acknowledge service of, and upon whom may be served, all necessary process in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of the courts of Florida; and affirms that his office at the address set forth in the foregoing articles shall serve as the registered office of the corporation.

DATE: 06/19/03

  
KARNINE JEAN-JOSEPH, RN

NOTARY PUBLIC SEAL:

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19th day of June, 2003, by KARNINE JEAN-JOSEPH, RN and MYTCHELL CHANCY, RN, who are personally known to me or who produced FL driver license as identification.

My Commission Expires:



  
Sandra Nielsen  
Notary Public  
My Commission DD191517