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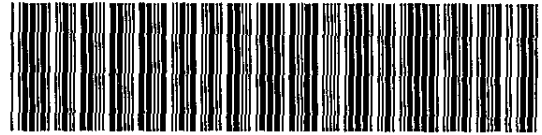
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 AUG 18 AM 11:24

JANA ANDREWS & ASSOCIATES

A PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

2807 W. BUSCH BOULEVARD
SUITE 202
TAMPA, FLORIDA 33618

(813) 932-8499

FAX (813) 932-8703

August 4, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of PROFESSIONAL KNEADS, INC.

Dear Sir or Madam:

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to the address contained on this letterhead.

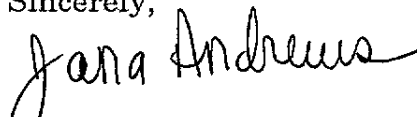
2. An original and one copy of the Certificate Designating Registered Agent.

3. Check made payable to the Secretary of State in the amount of \$78.75 to cover the following costs:

a. Filing Fee	\$35.00
b. Certified copy	8.75
c. Registered Agent designation	<u>35.00</u>
Total	<u>\$78.75</u>

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Sincerely,



Jana Andrews

Signed in her absence to avoid delay

JA/vr
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 8, 2003

JANA ANDREWS & ASSOCIATES
2807 W. BUSCH BOULEVARD
SUITE 202
TAMPA, FL 33618

SUBJECT: PROFESSIONAL KNEADS, INC.
Ref. Number: W03000022541

We have received your document for PROFESSIONAL KNEADS, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 403A00045518

ARTICLES OF INCORPORATION

OF

PROFESSIONAL KNEADS, INC.

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**ARTICLE I
NAME**

The name of the corporation is PROFESSIONAL KNEADS, INC.. The address of the Corporation is 17908 Arbor Greene Drive, Tampa, Florida 33647.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes: to engage in the business of massage therapy; to engage in any activity or business incidental to or related to the above purpose; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase her or his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 17908 Arbor Greene Drive, Tampa, Florida 33647, and the name of the initial Registered Agent of the Corporation at that address is Michelle C. Greeson.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of the Corporation is:

Michelle C. Greeson
17908 Arbor Greene Drive
Tampa, FL 33647

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Michelle C. Greeson, 17908 Arbor Green Drive, Tampa, Florida 33647.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

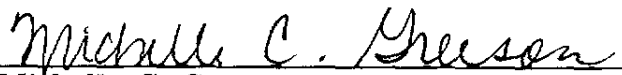
**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of August, 2003.


Michelle C. Greeson
INCORPORATOR AND SUBSCRIBER

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That PROFESSIONAL KNEADS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 17908 Arbor Greene Drive, Tampa, Florida 33647, has named Michelle C. Greeson, located at 17908 Arbor Greene Drive, Tampa, County of Hillsborough, State of Florida 33647, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: Michelle C. Greeson
MICHELLE C. GREESON
REGISTERED AGENT

Date: August 4, 2003

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