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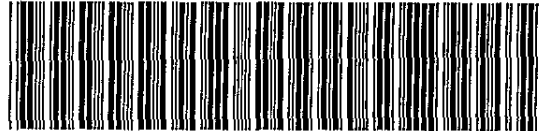
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Rita M. Burdo
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August 19, 2003

FEDERAL EXPRESS

Division of Corporations
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Jupiter Day Spa, Inc., a Florida corporation

Dear Sir or Madam:

In connection with the organization of the above-referenced Florida corporation, enclosed please find the following:

1. Original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office;
2. Our firm's check in the amount of \$70, representing a \$35 filing fee and \$35 registered agent fee; and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the filed Articles of Incorporation.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,

Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Ms. Michelle Hirsch (w/enc.)

Hirsch Jupiter Day Spa-FL SOS ltr.wpd

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**ARTICLES OF INCORPORATION
OF
JUPITER DAY SPA, INC.,
a Florida corporation**

In compliance with Chapter 607, Florida Statutes, the undersigned Incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be JUPITER DAY SPA, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 103 South U.S. Highway One, Ste. C2, Jupiter, Florida 33477.

ARTICLE III - PURPOSE

This Corporation is being incorporated for the purpose of transacting any and all business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended.

ARTICLE IV - SHARES

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares of common stock, zero par value.

ARTICLE V - INITIAL OFFICERS AND DIRECTORS

OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
MICHELLE HIRSCH	21 Marlwood Lane Palm Beach Gardens, FL 33418	President/Treasurer

Mitchell D. Schepps, Esq.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401
561-833-2410/561-833-8387 - FAX
Florida Bar No.: 0979139

JULIAN E. HIRSCH

21 Marlwood Lane
Palm Beach Gardens, FL 33418

Vice President/Secretary

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
MICHELLE HIRSCH	21 Marlwood Lane Palm Beach Gardens, FL 33418	Director
JULIAN E. HIRSCH	21 Marlwood Lane Palm Beach Gardens, FL 33418	Director

ARTICLE VI - REGISTERED AGENT/ADDRESS

The name and Florida street address of the Registered Agent of the Corporation are MICHELLE HIRSCH, 103 South U.S. Highway One, Suite C2, Jupiter, Florida 33477.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are MITCHELL D. SCHEPPS, 777 South Flagler Drive, Suite 1102W, West Palm Beach, Florida 33401.

The undersigned Incorporator executed these Articles of Incorporation on August 19, 2003.


MITCHELL D. SCHEPPS, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

JUPITER DAY SPA, INC.

REGISTERED AGENT/OFFICE:

MICHELLE HIRSCH
103 South U.S. Highway One, Ste. C2
Jupiter, FL 33477

Having been named as Registered Agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I am familiar and accept the appointment as Registered Agent and agree to act in this capacity.

DATED: August 19, 2003.

MICHELLE HIRSCH, Registered Agent

By: Mitchell D. Schepps
Mitchell D. Schepps, Esq.
Authorized Representative

Hirsch.Jupiter Day Spa.Articles of Incorporation.wpd

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