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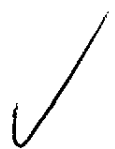
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October 15, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

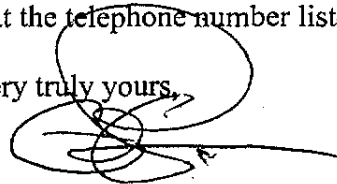
Re: Articles of Incorporation - Zen Spa, Inc.

To Whom It May Concern:

Enclosed herewith please find an original plus one copy of the above-referenced. Also enclosed is our firm's check in the amount of \$78.75, representing the filing fee.

Thank you for your time and attention to this correspondence. Should you have any questions, please do not hesitate to contact me at the telephone number listed above.

Very truly yours,



Gregory C. Picken

GCP:csk
Encl.

cc: Pil Ja Thompson (w/encl.)

F:\DOCS\GCP\Thompson\Ltr DivCorp.wpd

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME. The name of the corporation is:

Zen Spa, Inc.

2. ADDRESS. The principal address of the corporation is:

Tanner Building - Ste. C
531 U.S. Highway One
North Palm Beach, FL 33408

3. DURATION. The period of its duration is perpetual.

4. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States, Florida and any other state, country, territory or nation.

5. CAPITAL STOCK. The corporation is authorized to issue One Hundred Fifty (150) shares, all of one class, at one-dollar (\$1.00) par value.

6. INITIAL REGISTERED OFFICE AND AGENT. The name and address of the initial registered agent and office of this corporation is as follows:

Pil Ja Thompson
Tanner Building - Ste. C
531 U.S. Highway One
North Palm Beach, FL 33408

7. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially, who shall be:

Pil Ja Thompson
Tanner Building - Ste. C
531 U.S. Highway One
North Palm Beach, FL 33408

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8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

Pil Ja Thompson
Tanner Building - Ste. C
531 U.S. Highway One
North Palm Beach, FL 33408

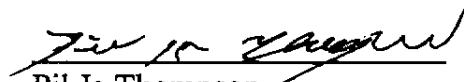
9. OFFICERS. The initial officers of the corporation shall be as follows:

Pil Ja Thompson, President, Director, Incorporator, Registered Agent

10. AMENDMENT TO ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

EXECUTION BY INCORPORATOR
AND ACCEPTANCE BY REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of October 2003, and does thereby agree to act as the initial registered agent of the corporation.



Pil Ja Thompson
Incorporator, Registered Agent

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Pil Ja Thompson, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such document and that he is well known to me or has produced drivers license Florida Drivers License as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of October, 2003.



Constance S. King
MY COMMISSION # DD160154 EXPIRES
December 17, 2006
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public, State of Florida

My Commission Expires:
Commission No. 12117106

Constance S. King

Typed/Printed name of Notary
Bonded Through Troy Fair Insurance

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