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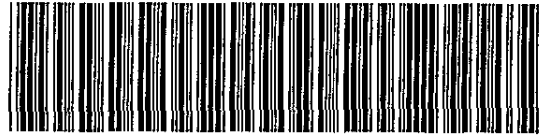
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2004 JAN 28 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Victoria's Spa Inc.
2500 E Hallandale Beach Blvd., Ste 402
Hallandale, FL 33009

January ³⁰ 7, 2004

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

Gentlemen:

Enclosed please find the Articles of Incorporation for Victoria's Spa Inc. and a check in the amount of \$122.50 to cover the filing of these articles.

Very truly yours,

Lucia Redhead

A handwritten signature in black ink, appearing to read 'Lucia Redhead', written over a horizontal line.

**ARTICLES OF INCORPORATION
OF
Victoria's Spa Inc.**

The undersigned, acting as incorporator of Victoria's Spa Inc. under the Florida Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is:

Victoria's Spa Inc.

ARTICLE II - ADDRESS

The mailing address of the corporation is:

2500 E Hallandale Beach Blvd., Ste 402
Hallandale, FL 33009

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these articles of incorporation.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

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ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2500 E. Hallandale Beach Blvd., Ste 402, Hallandale, FL 33009 and the name of the corporation's initial registered agent at that address is Lucia Redhead.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either be increased or diminished from time to time as provided in the bylaws, but never be less than one. The name and address of the initial director are:

NAME

Lucia Redhead

ADDRESS

2500 E Hallandale Beach Blvd.
Ste 402
Hallandale, FL 33009

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator are:

NAME

Lucia Redhead

ADDRESS

2500 E Hallandale Beach Blvd.
Ste 402
Hallandale, FL 33009

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders which specifically provides that the bylaw is not subject to amendment or repeal by the directors.

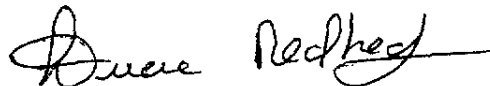
ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these articles of incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation this 20 day of JANUARY, 2004.

Victoria's Spa Inc.

Lucia Redhead
Incorporator


A handwritten signature in black ink, appearing to read "Lucia Redhead", written over a horizontal line.


STATE OF FLORIDA)
)
COUNTY OF BROWARD)

ss:

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared Lucia Redhead known to me and known by me to be the person who executed the foregoing articles of incorporation, and he/she acknowledged before me that he/she executed the articles of incorporation.

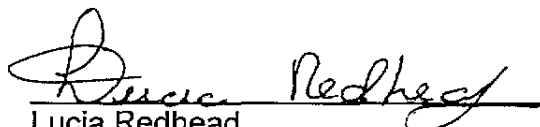
In witness whereof, I have hereto set my hand and seal in the state and county aforesaid this 20 day of Jan, 2004.



Notary Public

Randy A. Giunto
MY COMMISSION # DD083926 EXPIRES
April 23, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with and accept the obligations of the position.



Lucia Redhead

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