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SECREPARY DE STATE

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION OF

FLORIDA FOUNTAIN of YOUTH SPAS, INC

ARTICLE 1--NAME

The name of this corporation is FLORIDA FOUNTAIN of YOUTH SPASSINE and the mailing address of this corporation is 740 NW Buck Hendry Way, Stuart, Florida 34994. The physical address is 309 SE Osceola St., Suite 103, Stuart, Florida 34994

ARTICLE II- DURATION

The corporation shall have perpetual existence commencing on date of the filing of these Articles with the Department of State.

ARTICLE III-- PURPOSE

The corporation organized for the purpose of transacting any or all lawful business

ARTICLE IV -- CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock which shall be designated "Common Shares".

ARTICLE V -- PREEMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share there of (as early as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 740 NW Buck Hendry Way, Stuart. Florida, 34997 and the name of the initial Registered Agent at that address is Ellis Hyers

ARTICLE VII-- INITIAL BOARD OF DIRECTORS

This corporation shall be one (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-laws

the name(s) and addresses of the initial Board of Directors is:

Title

Name

Address

Pres.

Ellis Hyers

740 NW Buck Hendry Way,

Stuart, Fl. 34994

ARTICLES OF INCORPORATION OF

FLORIDA FOUNTAIN of YOUTH SPAS, INC.

ARTICLE VIII -- INCORPORATION'S

The name and address of the person signing these Articles is

Name

Address

Ellis Hyers

740 Buck Hendry Way Stuart, Florida 34997

ARTICLE IX -- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law

ARTICLE X-- AMENDMENT

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

IN WITNESS WHERE OF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of MARCH, 2004.

Ellis Hyers

STATE OF FLORIDA COUNTY OF MARTIN

Before me, a Notary public authorized to take acknowledgments in the State and County set forth above, appeared Ellis Hyers known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHERE OF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24 day of March 2003/

Seal

Mary E. Glass

MY COMMISSION # DD206111 EXPIRES

July 18, 2007

BONDED THRUTROY FAIN INSURANCE, INC.

Notary Public, State of Florida

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