

May 17 04

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : JOSEPH N. PERLMAN
Account Number : 120000000002
Phone : (727) 536-2711
Fax Number : (727) 536-2714

FLORIDA PROFIT CORPORATION OR P.A.

SANCTUARY DRI-AQUA MASSAGE INC.

Certificate of Status	0
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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SANCTUARY DRI-AQUA MESSAGE INC.

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

ARTICLE I - NAME. The name of this corporation is **SANCTUARY DRI-AQUA MESSAGE INC.**

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized to provide hydro massages for the general public and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is 7500 shares of capital stock at \$1.00 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise to participate in all such

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meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value of at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V - PRE-EMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the principal office of this corporation is:

1860 Watroak Drive W.
Clearwater, Florida 33764

The name and address of the Registered Agent of this Corporation is:

KIM BRANDES
1860 Watroak Drive W.
Clearwater, Florida 33764

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The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) Directors initially. The number of Directors be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

NAME
KIM BRANDES

ADDRESS
1860 Watroak Drive W.
Clearwater, Florida 33764

ARTICLE VIII - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT. 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.

ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

KIM BRANDES
1860 Watroak Drive W.
Clearwater, Florida 33764

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of this 13 day of MAY, 2004.

Kim Brandes
KIM BRANDES

STATE OF FLORIDA)
COUNTY OF PINELLAS)

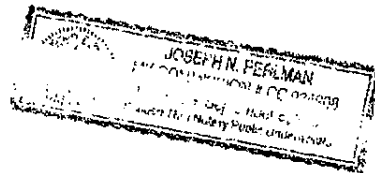
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, **KIM BRANDES**, personally appeared known to me to be the person who executed the foregoing Articles of **SANCTUARY DRI-AQUA MASSAGE INC.**, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 13 day of MAY, 2004.

My Commission Expires:

Joseph N. Perlman
Notary Public

Printed Notary Signature



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for
SANCTUARY DRI-AQUA MASSAGE INC.

Kim Brandes
KIM BRANDES

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared, **KIM BRANDES**, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and she acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 13 day of MAY, 2004.

My Commission Expires:

Joseph N. Penland
Notary Public

Printed Notary Signature

