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6-11

Soledad Martinez
1717 North Bayshore Drive, #1031
Miami, Florida 33132

June 8, 2004

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

In Ref: The Spa At 1031, Inc.

Dear Sir or Madam,

Please find enclosed the original Articles of Incorporation for the above new corporation, together with a check for filing as follows:

Filing fee:	\$ 35.00
Certificate of Status	35.00
Certified Copy	<u>8.75</u>
Total	<u>\$78.75</u>

Please process these Articles at your earliest convenience and return the Letter of Incorporation as soon as possible.

Sincerely,



Soledad Martinez

**ARTICLES OF INCORPORATION
OF
The Spa At 1031, Inc.**

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CLERK OF DISTRICT COURT
MALLARD BUILDING
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the corporation is The Spa At 1031, Inc.

Article II - Purpose

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock, par value \$1.00 per share.

Article IV – Term

This corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 1717 North Bayshore Drive, #1031 Miami, FL 33132. The Board of Directors of this Corporation may from time to time move its principle office in the state of Florida to any other place in this State.

Article VI - Directors

This corporation shall have (1) one Director initially. The number of Directors of the Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than (1).

Article VII – Directors

The name and street address of the initial Director of this Corporation who shall hold office until its successors are elected or appointed and shall have qualified is:

Soledad Martinez
1717 North Bayshore Drive, # 1031
Miami, Florida 33132

Article VII- Incorporator

The name and street address of the person signing these Article of Incorporation as the incorporator is:

Soledad Martinez
1717 North Bayshore Drive, # 1031
Miami, Florida 33132

Article IX- Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaws provision or by Stockholders Agreement, recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrances of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Certificate of Incorporation and the Laws of the United States and the State of Florida; the Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaws adopted by the stockholders.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objections at the meeting to any defect or insufficiency of notice.
5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting and be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.
6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the state of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose Directors or Officer's liabilities upon the stockholders who are parties there to except to the extent required by the statutes and laws of the State of Florida.
7. The Board of Directors of this Corporation is authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensations shall be paid. Any

Directors of this Corporation may also serve the Corporation in any other capacity and receive compensation therefore in any form.

8. The Corporation shall indemnify any Director, officer or employee, or former Director, officer or employee of the Corporation, or any person who may have served at its request as Director, Officer, or Employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director, Officer or Employee, except in relation to matters as to which shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Director, Officer or Employee the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum) that it was to the interest of the Corporation that such settlement be made and that such Director, Officer or Employee was not guilty of negligence or misconduct, such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, Officer or Employee may be entitle under any Bylaw, agreement, vote of shareholders or otherwise.

Article X – Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying the right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

Article XI- Registered Office

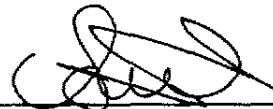
The registered agent and registered officer of the Corporation shall be:

Soledad Martinez
1717 North Bayshore Drive, # 1031
Miami, Florida 33132

Article XII – Amendment

This Corporation reserves the rights to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders in subject to this reservations

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation this 8th day of June, 2004.


Soledad Martinez

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE OR DOMICILE FOR
SERVICE OR PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to chapter 48.091 Florida Statutes, the following is in compliance with said act:

FIRST- That The Spa At 1031, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, Miami-Dade, State of Florida, has named Soledad Martinez Registered Agent, who may served at the registered office located at 1717 North Bayshore Drive, #1031 Miami, County of Miami-Dade, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept services of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Soledad Martinez

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