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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 A TROPICAL DAY SPA, INC.

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SECRETARY OF STATE

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is A TROPICAL DAY SPA, INC...

ARTICLE II

The existence of the corporation shall begin simultaneously with the filing of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is: Post Office Box 651363, Vero Beach, Florida 32965-1363

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2165 - 15th Avenue, Vero Beach, Florida 32960, Vero Beach, Florida 32960. The initial registered agent for the Corporation at that address is Eric C. Barkett.

ARTICLE VI

The initial board of directors shall consist of five (5) members. The name and address of the persons who will serve on the initial board of directors are:

> <u>Address</u> Name

Melanie Byars 115 Aldea Drive Sebastian, Florida 32958 Bonnie L. Corley

559 - 6th Street

Vero Beach, Florida 32962

Margaret M. Reinhalter

P.O. Box 6063

Vero Beach, Florida 32961

Jeanie P. Shearer

440 - 46th Court

Vero Beach, Florida 32968

Kristen Vaccarro

6935 - 30th Square, #205 Vero Beach, Florida 32966

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

Jeanie P. Shearer

440 - 46th Court

Vero Beach, Florida 32968

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for A TROPICAL DAY SPA, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: 8/17/04_