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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/19/04
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Law Offices of
Anthony, Berry, DiRito & Goode LLP

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Malcolm Anthony
Michael L. Berry, Jr.
Vincent J. DiRito
Bryan C. Goode III •

• Please reply to
Jacksonville Beach office
bgoode@pontevedralaw.com

November 10, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of ORMOND BY THE SEA SPA, INC.

Dear Sirs:

Enclosed are the original and one copy of executed articles of incorporation for ORMOND BY THE SEA SPA, INC. along with the appointment for statutory agent, which we request that you file with the division of corporations. Also enclosed is the incorporator's check in the amount of \$70.00 payable to the Florida Secretary of State to cover the applicable filing fees.

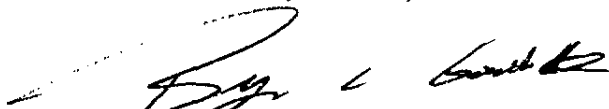
Please send your letter confirming the incorporation to:

ORMOND BY THE SEA SPA, INC.
c/o Bryan C. Goode III, Esq.
Anthony, Berry, DiRito & Goode LLP
333 First Street North, Suite 305
Jacksonville Beach, FL 32250

Thank you for your assistance.

Sincerely,

ANTHONY, BERRY, DiRITO & GOODE LLP


Bryan C. Goode III

BCGIII/jc

**ARTICLES OF INCORPORATION
OF
ORMOND BY THE SEA SPA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose 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 ORMOND BY THE SEA SPA, INC.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing upon November 10, 2004, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

ARTICLE III

General Purpose of Corporation

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE IV

Principal Office

The principal office and mailing address of the corporation will be located at 400 Lakebridge

Plaza, Ormond Beach, Florida 32174.

ARTICLE V

Capital Stock

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having a par value of \$.01 per share.

ARTICLE VI

Preemptive Rights

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

ARTICLE VII

Indemnification

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 333 First Street North, Suite 305, Jacksonville Beach, Florida 32250, and the name of the initial registered agent of this corporation at that address is Anthony, Berry, DiRito & Goode LLP.

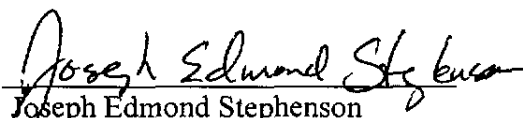
ARTICLE IX

Incorporator

The name and address of the incorporator of this corporation is:

Joseph Edmond Stephenson
3809 Islamorada Drive
Ormond Beach, FL 32176

IN WITNESS WHEREOF, the incorporator has executed these Articles on November 10,
2004.



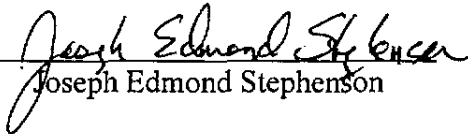
Joseph Edmond Stephenson

ORMOND BY THE SEA SPA, INC.
APPOINTMENT OF STATUTORY AGENT

The undersigned, ORMOND BY THE SEA SPA, INC., a Florida corporation, with its principal office in Ormond Beach, Volusia County, Florida, hereby appoints Anthony, Berry, DiRito & Goode LLP, a Florida Limited Liability Partnership in Duval County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 333 First Street North, Suite 305, Jacksonville Beach, Florida 32250.

Dated: November 10, 2004.

ORMOND BY THE SEA SPA, INC.

By: 
Joseph Edmond Stephenson


ACCEPTANCE OF APPOINTMENT

TO: ORMOND BY THE SEA SPA, INC.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

November 10, 2004.

ANTHONY, BERRY, DIRITO & GOODE LLP


Bryan C. Goode III, P.A., Partner