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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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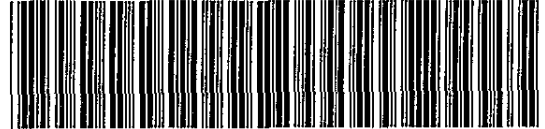
(Business Entity Name)

(Document Number)

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10-4284  
12-2-04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 22, 2004

DAVID H. PEEK, ESQ.  
1301 RIVERPLACE BLVD., SUITE 1609  
JACKSONVILLE, FL 32207

SUBJECT: SPA, INC.  
Ref. Number: W04000042848

We have received your document for SPA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filings Section

Letter Number: 504A00066186

PEEK, COBB, EDWARDS & ASHTON

PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW  
1301 RIVERPLACE BOULEVARD, SUITE 1609  
JACKSONVILLE, FLORIDA 32207  
TELECOPY 904 / 399-1615

FRANK A. ASHTON  
JAMES E. COBB  
THOMAS S. EDWARDS, JR.  
MICHAEL T. KING  
DAVID H. PEEK  
EUGENE G. PEEK III  
ERIC C. RAGATZ  
JOEL B. TOOMEY

JACKSONVILLE 904 / 399-1609  
OCALA 352 / 867-1609  
PONTE VEDRA BEACH 904 / 280-1609

November 16, 2004

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of SPA, Inc.  
A Florida Corporation

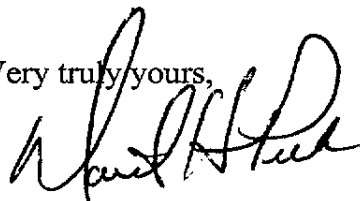
Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of SPA, Inc., a Florida corporation. Also enclosed is our firm's check for \$78.75 to cover the following fees:

Filing Fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total Fees	\$ 78.75

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,

  
David H. Peek

DHP/bkb  
Enclosure



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

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04 DEC -1 10 11:57

November 22, 2004

DAVID H. PEEK, ESQ.  
1301 RIVERPLACE BLVD., SUITE 1609  
JACKSONVILLE, FL 32207

SUBJECT: SPA, INC.  
Ref. Number: W04000042848

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Wanda Cunningham  
Document Specialist  
New Filings Section

Letter Number: 504A00066186

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SPA JACKSONVILLE, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

**Name and Place of Business**

Section 1.1 Name and Place of Business. The name of this corporation is SPA JACKSONVILLE, INC., with its principal place of business at 1357 West Beaver Street, Jacksonville, Florida, 32209.

**ARTICLE II**

**Duration**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**Purposes**

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

## **ARTICLE IV**

### **Capital Stock**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

## **ARTICLE V**

### **Initial Registered Office and Agent**

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida, 32207, and the name of the initial registered agent of this corporation at that address is David H. Peek.

## **ARTICLE VI**

### **Directors**

Section 6.1 Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Charles O. Chupp, Jr.	1357 West Beaver Street Jacksonville, Florida 32209
Carrie N. Chupp	1357 West Beaver Street Jacksonville, Florida 32209
Todd M. Chupp	1357 West Beaver Street Jacksonville, Florida 32209

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

## **ARTICLE VII**

### **Bylaws**

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## **ARTICLE VIII**

### **Incorporation**

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

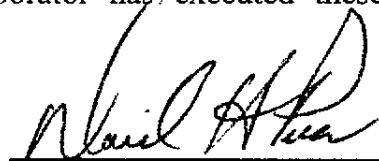
Name

Address

David H. Peek

1301 Riverplace Boulevard  
Suite 1609  
Jacksonville, Florida 32207

29 IN WITNESS WHEREOF, the incorporator has executed these Articles the  
day of November, 2004.



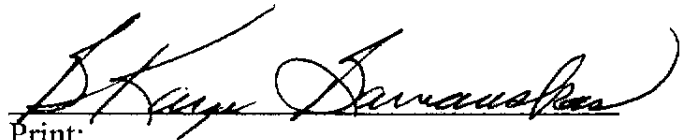
DAVID H. PEEK

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of  
November, 2004, by DAVID H. PEEK, who is personally known to me or has produced  
the identification referenced below and who did not take an oath.



B. Kaye Bamauskas  
My Commission DD174647  
Expires January 12, 2007



Print: \_\_\_\_\_

Notary Public, State and County Aforesaid  
Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

Personally Known

\_\_\_\_\_  
Type of Identification



### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



DAVID H. PEEK

Dated: November 24, 2004

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA