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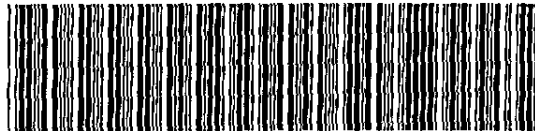
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05 JAN 13 PM 2:49
TALAMON, LINDA

C.L. 1-19

John C. Gesch, P. A.
Attorney at Law

JOHN C. GESCH

2365 SOUTH CONGRESS AVENUE
WEST PALM BEACH, FLORIDA 33406-7651
TEL. (561) 964-7400
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January 12, 2005

VIA FEDERAL EXPRESS PRIORITY OVERNIGHT
(Tracking No. 8427 0559 0880)

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attn: New Filings Section

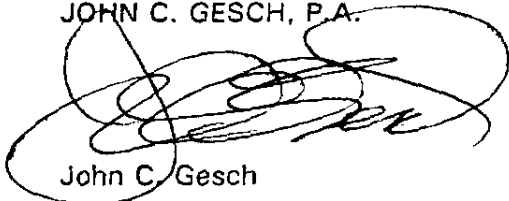
Re: ATLANTIS SALON & SPA, INC.

Dear Sir/Madam:

Enclosed herein for filing please find the original and one copy of Articles of Incorporation together with Designation of Registered Agent for the above-referenced corporation. I am also enclosing my check #09519 in the amount of \$78.75 in payment of filing fees, designation of registered agent and one certified copy of Articles.

Sincerely,

JOHN C. GESCH, P.A.

A handwritten signature in black ink, appearing to read 'John C. Gesch', is written over a circular stamp or seal.

John C. Gesch

JCG:lag

Enclosures

cc: Atlantis Salon & Spa, Inc., Attn: Tamara Speaks

ARTICLES OF INCORPORATION

OF

ATLANTIS SALON & SPA, INC.

FILED
05 JUN 13 PM 2:49
CLERK OF DISTRICT COURT
HALLANDALE BEACH, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **ATLANTIS SALON & SPA, INC.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: the corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of one dollar (\$1.00) par value common stock.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is 5833 South Congress Avenue, Atlantis, Florida 33462.

ARTICLE VI. SUBSCRIBERS

The names and addresses of the subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TAMARA SPEAKS	6810 Lantern Key Drive Lake Worth, Florida 33463
SHANNON GALLERY	6863 Lantern Key Drive Lake Worth, Florida 33463

The number of shares of stock they agree to take and the value of the consideration therefor is:

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
TAMARA SPEAKS	250	\$250.00
SHANNON GALLERY	250	\$250.00

ARTICLE VII. DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

Section 2. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
TAMARA SPEAKS	6810 Lantern Key Drive Lake Worth, Florida 33463
SHANNON GALLERY	6863 Lantern Key Drive Lake Worth, Florida 33463

ARTICLE VIII. OFFICERS

Section 1. The officers of the corporation shall be a President, any number of Vice-Presidents, a Secretary-Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	TAMARA SPEAKS 6810 Lantern Key Drive Lake Worth, Florida 33463
Vice-President	SHANNON GALLERY 6863 Lantern Key Drive Lake Worth, FL 33463
Secretary-Treasurer	NORA WILLIAMS 3914 Carolina Drive Lake Worth, Florida 33461

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the by-laws.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

ARTICLE X. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by a majority vote of those persons entitled to vote thereon.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws of intention to submit such amendments.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 12 day of January, 2005, for the purpose of forming this corporation under the laws of the State of Florida.


TAMARA SPEAKS


SHANNON GALLERY

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12 day of January, 2005, by **TAMARA SPEAKS** and **SHANNON GALLERY**, who () are personally known to me or (✓) produced their valid Florida driver's licenses as identification.


Notary Public, State of Florida



John C. Gesch
Commission # DD078068
Expires Jan. 22, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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05 JAN 13 PM 2:49
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That ATLANTIS SALON & SPA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Atlantis, County of Palm Beach, State of Florida, has named TAMARA SPEAKS, located at 6810 Lantern Key Drive, Lake Worth, Florida 33463, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service 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.


TAMARA SPEAKS

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CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA