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WRITER'S TELEPHONE  
(941) 953-4140

FACSIMILE  
(941) 953-3020

## **MERRITT & MERRITT**

**ATTORNEYS AT LAW  
1800 SECOND STREET  
SUITE 780**

**SARASOTA, FLORIDA 34236**

RANDY L. MERRITT  
JACK W. MERRITT\*

\*ALSO ADMITTED IN  
MARYLAND

September 19, 2005

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Subject: Incorporation of Destination Spa, Inc.

Dear Sir or Madam:

Enclosed are one original and one copy of the Articles of Incorporation of Destination Spa, Inc., and check number 2105 drawn on this firm's account in the amount of \$87.50 made payable to the Florida Dept of State for (i) the Filing Fee, (ii) one Certified Copy and (iii) a Certificate of Status. Enclosed you will find a stamped self-addressed envelope to return them in.

Should you have any questions, please contact me at (941) 953-4140.

Regards,



Jack W. Merritt  
Merritt & Merritt  
1800 Second Street, Suite 780  
Sarasota, FL 34236

Enclosures

**DESTINATION SPA, INC.**

**ARTICLES OF INCORPORATION**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the provisions of Chapter 607 of the laws of the State of Florida, and pursuant to the following articles of incorporation:

**ARTICLE I**

The name of this corporation shall be: DESTINATION SPA, INC.

**ARTICLE II**

The physical business address, the mailing address as well as the principal office of the corporation shall be: 2017 Fiesta Drive, Sarasota, Florida 34231.

**ARTICLE III**

The general nature of the business to be transacted by the corporation shall be to engage in any legal purpose under the Laws of the State of Florida. It is expressly stated that the corporation may not perform any service that violates Florida Statutes.

**ARTICLE IV**

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be two hundred (200) shares of common stock with a par value of \$0.01 (one cent) per share. All stock issued shall be fully paid and non-assessable.

**ARTICLE V**

The effective date of these Articles of Incorporation creating Destination Spa, Inc. shall be September 16, 2005.

**ARTICLE VI**

The name(s), address(es) and title(s) of the initial officers and directors follows.

Rick St. George  
2080 Ringling Boulevard  
Suite 103  
Sarasota, Florida 34237

President / Treasurer / Director

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#### **ARTICLE VII**

The corporation shall have perpetual existence unless otherwise dissolved by a unanimous vote of the shareholders.

#### **ARTICLE VIII**

The business of this corporation shall be conducted by a board of directors, as directed by the unanimous written consent of the shareholders. The board of directors will consist of one or more shareholders, the exact number of directors is to be fixed from time to time as provided in the bylaws of this corporation. The number of the directors of this corporation shall be not less than one and no more than three.

#### **ARTICLE IX**

The name and Florida street address of the registered agent is:


Jack W. Merritt  
Merritt & Merritt  
1800 Second Street, Suite 780  
Sarasota, Florida 34236

#### **ARTICLE X**

The name and address of the Incorporator is:

Rick St. George  
2080 Ringling Boulevard  
Suite 103  
Sarasota, Florida 34237

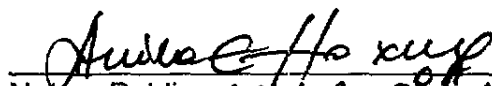
IN WITNESS WHEREOF the undersigned subscribing incorporator does hereby make subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

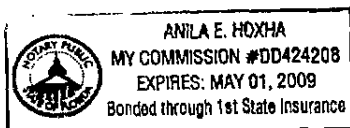
  
Rick St. George

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of September 2005, by Rick St. George, who is personally known to me or has provided the following identification FL-DL demonstrating to me his identity.

My commission expires:

  
Notary Public ANILA E. HOXHA.



Printed Name of Notary ANILA E. HOXHA.

Commission or Serial Number (if applicable): DD424208

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

Pursuant to Florida Statutes, Section 48.091, the following is submitted, in compliance therewith:

That, Destination Spa, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, at Sarasota, County of Sarasota, State of Florida, has named: Jack W. Merritt, Merritt & Merritt, 1800 Second Street, Suite 780, Sarasota, County of Sarasota, Florida 34236, as its agent to accept service of process within this state.

Destination Spa, Inc.

By: \_\_\_\_\_

Rick St. George  
President

**ACCEPTANCE**

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 law relative to keeping open said office.

By: \_\_\_\_\_

Jack W. Merritt

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