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FLORIDA PROFIT/NON PROFIT CORPORATION

Salon and Spa at the Carlisle Naples, Inc.

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3-6-06

**ARTICLES OF INCORPORATION
OF
Salon and Spa at the Carlisle Naples, Inc.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

Salon and Spa at the Carlisle Naples, Inc.

SECOND: The initial principal office and mailing address [specify both if different] of the Corporation is:

**Salon and Spa at the Carlisle Naples, Inc.
27123 Matheson Avenue #107
Bonita Springs, Florida 34135**

THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock and the par value of each share shall be one dollar par value (\$1.00). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

**Salon and Spa at the Carlisle Naples, Inc.
27123 Matheson Avenue #107
Bonita Springs, Florida 34135**

and the name and address of the Corporation's initial registered agent at such address is:

**Charmaine C. Kelley
Salon and Spa at the Carlisle Naples, Inc.
27123 Matheson Avenue #107
Bonita Springs, Florida 34135**

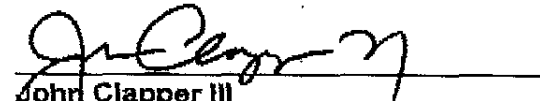
FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

**Charmaine C. Kelley
Salon and Spa at the Carlisle Naples, Inc.
27123 Matheson Avenue #107
Bonita Springs, Florida 34135**

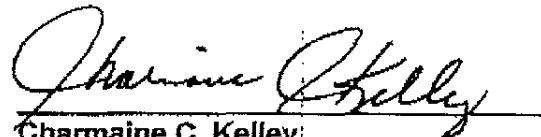
SIXTH: The name and address of the sole incorporator is:

**John Clapper III, Esq.
5147 Castello Drive
Naples, FL 34103**

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 3 day of February, 2006.


John Clapper III
Sole Incorporator

I, **Charmaine C. Kelley**, having been designated to act as registered agent, hereby agree to act in this capacity.


Charmaine C. Kelley
Initial Registered Agent