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Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
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FLORIDA PROFIT/NON PROFIT CORPORATION

X-Spa Direct, Inc.

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2/19/07
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ARTICLES OF INCORPORATION
OF
X-Spa Direct, Inc.

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The undersigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXVI, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: *X-Spa Direct, Inc.*
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed is a to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 500 common shares at \$1.00 par value and of one class.
5. The principal address and mailing address of the corporation will be: *11455 Lakeview Drive, Coral Springs, Florida 33071.*
6. The address of the initial registered office will be *11455 Lakeview Drive, Coral Springs, Florida 33071*, and the name of its registered agent at such address is: *Richard Glenn Goodman.*
7. The number of directors constituting the initial board of directors is two and the names and addresses of the persons who are to serve as directors thereof are as follows:

Richard Glenn Goodman
1145 Lakeview Drive
Coral Springs, Florida 33071


Victoria Lynn Renner
11455 Lakeview Drive
Coral Springs, Florida 33071

8. The name and address of the sole incorporator is:

Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, New York 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this Corporation has executed these Articles of Incorporation.

Dated this *14th* day of *February* 2007.


Jean M. Sherett
Incorporator

BlumbergExcelsior Corporate Services
62 White Street, NYC 10013
212)431-5000


ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of *X-Spa Direct, Inc.* in the above named corporation.

Dated: 2/14/07.


By: Richard Glenn Goodman
Its Agent

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BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC 10013
(212)431-5000