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From: Account Name : ARNSTEIN & LEHR LLP  
Account Number : 120060000021  
Phone : (954) 713-7633  
Fax Number : (954) 713-7733

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Portofino Wellness Spa, Inc.

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5/17/2007

J. Shivers MAY 18 2007

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**ARTICLES OF INCORPORATION  
OF  
PORTOFINO WELLNESS SPA, INC.**

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: PORTOFINO WELLNESS SPA, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1134 Celebration Boulevard, Celebration, Florida 34747.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of Common stock, par value \$.0001 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Charles B. Pearlman, Arnstein & Lehr LLP, 200 East Las Olas Blvd., Suite 1700, Fort Lauderdale, Florida 33301.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. Provided that the corporation has at least one director, the number of directors may at any time be increased or decreased to a maximum of three (3) as provided in the bylaws.

**ARTICLE VIII  
INITIAL DIRECTORS**

The names and addresses of the initial Directors of this corporation are Anthony Paquin, 1134 Celebration Boulevard, Celebration, Florida 34747; and Gary Paquin, 1134 Celebration Boulevard, Celebration, Florida 34747. These individuals shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Charles B. Pearlman, Arnstein & Lehr LLP, 200 East Las Olas Blvd., Suite 1700, Fort Lauderdale, Florida 33301.

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**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

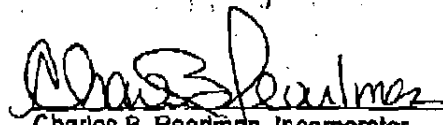
**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 16th day of May, 2007.

  
Charles B. Pearlman, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

PORTOFINO WELLNESS SPA, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address 1134 Celebration Boulevard, Celebration, Florida 34747, has named, Charles B. Pearlman with his address at 200 East Las Olas Blvd., Suite 1700, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Charles B. Pearlman

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