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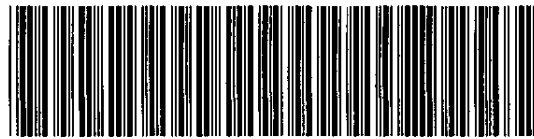
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR 17 PM 12:05

EP 3/18/08

March 12th, 2008

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of BEACHES SPA & FITNESS CENTER INC.

Dear Sir or Madam:

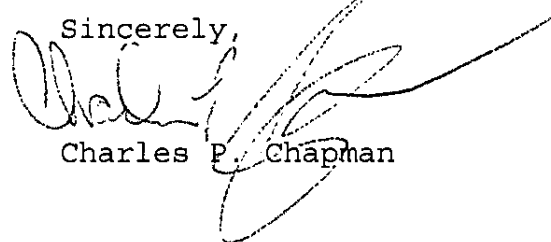
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express L C L Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Sincerely,



Charles P. Chapman

ARTICLES OF INCORPORATION
OF
BEACHES SPA & FITNESS CENTER INC.

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SECRETARY OF CORPORATIONS
DIVISION
08 MAR 17 PM 12:05

ARTICLE I. NAME

The name of this corporation is
BEACHES SPA & FITNESS CENTER INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares
of \$0.01 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 122 Sanibel Way, Melbourne Beach, Florida 32951, and the name of the initial registered agent of this corporation at that address is E. JEAN CHAPMAN.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

E. JEAN CHAPMAN
122 Sanibel Way
Melbourne Beach FL 32951

CHARLES B. CHAPMAN
122 Sanibel Way
Melbourne Beach FL 32951

RICK BLACKWOOD
180 Richards Road
Melbourne Beach FL 32951

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2940 South Hwy A1A Unit 102, Melbourne Beach, Florida 32951, and the mailing address of the corporation is 2940 South Hwy A1A Unit 102, Melbourne Beach, Florida 32951.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

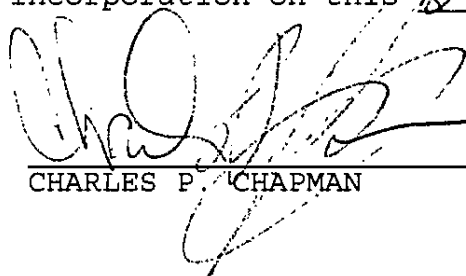
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DIVISION OF CORPORATIONS
MAR 17 PM 12:05

CHARLES P. CHAPMAN
122 Sanibel Way
Melbourne BEach FL 32951

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 15th day of March, 2008.


CHARLES P. CHAPMAN

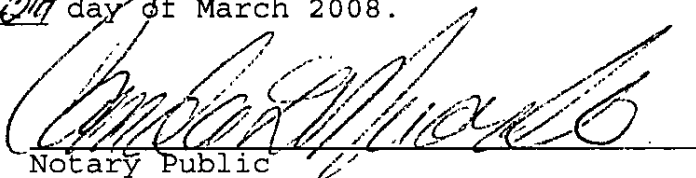
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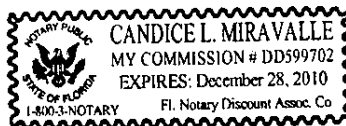
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CHARLES P. CHAPMAN known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of March 2008.

FLA/C


Notary Public



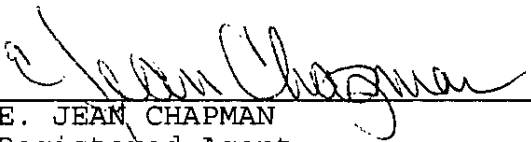
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That BEACHES SPA & FITNESS CENTER INC., desiring to organize under Statutes of the State of Florida, with its principal office at 2940 South Hwy A1A Unit 102, Melbourne Beach, Florida 32951, has named E. JEAN CHAPMAN located at 122 Sanibel Way, Melbourne Beach, Florida 32951, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


E. JEAN CHAPMAN
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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