

Hyacinth Davis  
P.O. Box 4596  
Boynton Beach, FL 33424-4596

P95000028031

April 3, 1995

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl. 32314

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-04/06/95--01077--012  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Hya's Sports and Therapeutic Massage, Inc.

Dear Sir/Madam:

I am hereby sending you the following:

1. Original and one copy of Articles of Incorporation of Hya's Sports and Therapeutic Massage, Inc.
2. My check payable to your order in the sum of \$122.50 representing the following:

Filing fee	\$ 35.00
Certified copy of Charter	52.50
Filing fee for Registered Agent	35.00

Will you kindly file the original of the enclosed charter and certify the copy and return to me.

Thank you for your courteous cooperation.

Yours very truly,

*Hyacinth Davis*

HYACINTH DAVIS

HD/  
Enclosures

*DMC 4/10/95*

FILED  
95 APR -6 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

95 APR -6 AM 10:14

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

HYA'S SPORTS AND THERAPEUTIC MASSAGE, INC.

The undersigned subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be **HYA'S SPORTS AND THERAPEUTIC MASSAGE, INC.**, and its principal office for the conduct of business shall be at 3526 Oberon Avenue, Boynton Beach, FL 33436. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is One

Hundred (100) shares of common stock at One Dollar (\$1.00) par value. Said capital stock shall be fully paid and non-assessable, which shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by stockholders at a meeting duly convened and held. The amount of capital with which the corporation shall begin business shall be the sum of One Hundred (\$100.00) Dollars.

#### **ARTICLE IV**

The transferability of any of the shares of stock in this corporation may be restricted by any shareholders agreement entered into by all of the holders of any share or shares of the stock of this corporation at the time the shareholders agreement is executed.

#### **ARTICLE V**

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be

given by the corporation to all stockholders and stockholders shall notify the corporation of their intention to subscribe within (30) days after such notice.

#### ARTICLE VI

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the by-laws of this corporation within the limitations prescribed by law. The officers of this corporation shall be a President and any other officer as to the Board of Directors may seem expedient. Any two or more offices may be held by the same person.

#### ARTICLE VII

The names and addresses of the Directors constituting the initial Board of Directors is as follows:

<u>Name</u>	<u>Mailing Address</u>
Hyacinth Davis	P.O. Box 4596 Boynton Beach, FL 33424-4596

#### ARTICLE VIII

The name and address of the corporation's initial registered

agent is Hyacinth Davis, 3526 Oberon Avenue, Boynton Beach, FL 33436, mailing address P.O. Box 4596, Boynton Beach, FL 33424-4596.

#### **ARTICLE IX**

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Hyacinth Davis	P.O. Box 4596 Boynton Beach, FL 33424-4596  3526 Oberon Avenue Boynton Beach, FL 33436

#### **ARTICLE X**

No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person or person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

**ARTICLE XI**

The Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE XII**

This corporation shall commence its existence on \_\_\_\_\_.

WITNESS our hands and seals on this 3 day of April, 1995.

Hyacinth Davis (SEAL)  
HYACINTH DAVIS

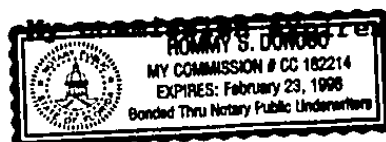
STATE OF FLORIDA

COUNTY OF PALM BEACH .....

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State of Florida to take acknowledgments, personally appeared HYACINTH DAVIS, to me known to be the person described as subscribers to the foregoing Articles of Incorporation and who executed the same, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid on the 30 day of April, 1995.

Notary Public, State of Florida at Large



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 APR -6 AM 10:14

Pursuant to the provisions of Section 607.0505, Florida Statutes (1993), the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is HYA'S SPORTS and THERAPEUTIC MASSAGE, INC.

2. The name and address of the registered agent and office is:

HYACINTH DAVIS.

(NAME)

3526 OBERON AVENUE, BOYNTON BEACH.

(STREET ADDRESS - P.O. BOX NOT ACCEPTABLE)

FLORIDA

33436.

(CITY/STATE/ZIP CODE)

Hyacinth Davis  
Signature of Corporate Officer

Title: LICENSED MASSAGE THERAPIST.

Date: APRIL 3, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES (1993).

Hyacinth Davis  
Signature of Registered Agent

Date: 4. 3<sup>rd</sup> - 95.