

P95000039263
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/17/95--01068--008
****131.25 ****131.25

SUBJECT: KIMBERLY'S PROFESSIONAL MASSAGE, INC.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$131.25
for: Filing Fee, Certified Copy, & Certificate.

FILED
95 MAY 16 PM 12:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

FROM: KIMBERLY MARIE HAMILTON

4136 BEACH DRIVE SOUTHEAST

SAINT PETERSBURG, FL 33705

(813) 823-6859

SDG

**ARTICLES OF INCORPORATION
OF
KIMBERLY'S PROFESSIONAL MASSAGE, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I:

The name of the corporation shall be:

KIMBERLY'S PROFESSIONAL MASSAGE, INC.

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KIMBERLY'S PROFESSIONAL MASSAGE, INC.

ARTICLE II:

The principal place of business and mailing address of this corporation shall be:

**4136 BEACH DRIVE SOUTHEAST
SAINT PETERSBURG, FLORIDA, 33705**

ARTICLE III:

This corporation shall be formed and its existence shall be in perpetuity.

ARTICLE IV:

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. The initial shareholders of the corporation shall have pre-emptive rights under which they may maintain their current percentage ownership of the corporation and shall have the right to exercise such pre-emptive right at the issuance of each future issuance of stock. All stock shall be paid for in cash, property, labor, or services at adjusted valuation to be fixed by the Board of Directors. Nothing contained herein shall prevent said board from raising or lowering the purchase price of future issues of stock. Stock in the corporation may be sold through the unanimous consent of all members of the Board of Directors.

ARTICLE V:

The name and address of the initial registered agent is:

KIMBERLY MARIE HAMILTON

4136 BEACH DRIVE SOUTHEAST

SAINT PETERSBURG, FLORIDA, 33705

ARTICLE VI:

The number of directors constituting the board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

KIMBERLY MARIE HAMILTON

4136 BEACH DRIVE SOUTHEAST

SAINT PETERSBURG, FLORIDA, 33705

BETH MARLENE LANGDON

4136 BEACH DRIVE SOUTHEAST

SAINT PETERSBURG, FLORIDA, 33705

The board of directors shall consist of no less than one (1) director and no more than nine (9) directors. The number of directors may be altered at any time by a majority vote of the existing Board of Directors.

ARTICLE VII:

No shareholder shall have the right to pledge all or any of his stock as collateral for any indebtedness, loans, or any other form of obligation without the unanimous consent of all of the shareholders.

ARTICLE VIII:

At any meeting of shareholders called expressly for that purpose, any director or directors may be removed from office, with or without cause, by majority vote.

ARTICLE IX:

The purpose for which the the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The undersigned incorporators have executed these Articles of Incorporation at Saint Petersburg, Florida, this 11 day of May, 1995.



KIMBERLY MARIE HAMILTON



BETH MARLENE LANGDON

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PERSUANT TO THE PROVISIONS OF OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, 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:

KIMBERLY'S PROFESSIONAL MASSAGE, INC.

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

**KIMBERLY MARIE HAMILTON
4136 BEACH DRIVE SOUTHEAST
SAINT PETERSBURG, FL 33705**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kimberly Marie Hamilton
(Signature)

May 11, 1995
(Date)

FILED
33 MAY 16 PM 12:10
TAMPA COUNTY CLERK
TAMPA, FLORIDA