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Reply To: Cocoa

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Suite 302
96 Willard Street
Cocoa, Florida 32922-7998
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Fax (407) 639-6690

Imperial Plaza
Suite 400
6767 N. Wickham Road
Melbourne, Florida 32940
Telephone (407) 259-6611
Fax (407) 259-6624

June 8, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE

500001510875
-06/12/95--01042--003
****122.50 ****122.50

6-8-95

RE: INNERSPACE DESIGNS, INC.

Gentlemen:

Enclosed is the original and a copy of the proposed Article of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order to cover the following items:

1.	Filing	\$ 35.00
2.	Certified copy of Articles of Incorporation	\$ 52.50
3.	Registered Agent Designation	<u>35.00</u>
TOTAL		\$122.50

Please return to us a certified copy of the Articles of Incorporation. Thank you.

Sincerely,

David M. Presnick
David M. Presnick

Enclosures

cc: Donald H. Vliegenthart

C:\vliegenthart\innerspa\005

EFFECTIVE DATE
6-8-95

ARTICLES OF INCORPORATION
OF
INNERSPACE DESIGNS, INC.

FILED
55 JUN 12 PM 5:51
STATE
TALLAHASSEE, FLORIDA

Article 1
Name

The name of the corporation is **INNERSPACE DESIGNS, INC.**

Article 2
Duration

This duration of this corporation is perpetual. The date and time of commencement is the time these Articles are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, but if not filed within five (5) days, the time of filing with the Department of State.

Article 3
General Purposes

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

Article 4
Shares

The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

Article 5
Principal Office

The street address of the principal office of the corporation is 503 Banyan Way, Melbourne Beach, Florida 32951.

Article 6
Registered Agent

The name of the initial registered agent of the corporation is David M. Presnick, and the Registered Agent's address is 96 Willard Street, Suite 302, Cocoa, Florida 32922.

Article 7
Directors

The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve as that member thereof is as follows:

NAME

Luke E. Welker

STREET ADDRESS

503 Banyan Way
Melbourne Beach, Florida 32951

The number of directors may be changed from time to time by the bylaws.

Article 8
Incorporator

The name and street address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

NAME

David M. Presnick

STREET ADDRESS

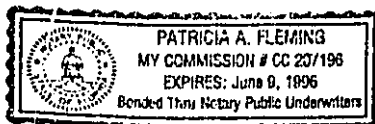
96 Willard Street
Suite 302
Cocoa, Florida 32922

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida this 8th day of June, 1995.

David M. Presnick
David M. Presnick

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 8th day of June, 1995 by David M. Presnick, who is personally known to me, and who did not take an oath.



Patricia A. Fleming
Notary Public, State of Florida

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

Pursuant to Section 48.091, Florida Statutes, INNERSPACE
DESIGNS, INC. hereby designates David M. Presnick and 96 Willard
Street, Suite 302, Cocoa, Florida 32922, as its registered agent
and the street address of its registered office, respectively, for
service of process within the State of Florida.

INNERSPACE DESIGNS, INC.

By: David M. Presnick
David M. Presnick, Subscriber

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent
of INNERSPACE DESIGNS, INC. for service of process within the State
of Florida.

David M. Presnick
David M. Presnick

FILED
55 JUN 12 PM 5:51
CLERK OF COURT
FLORIDA