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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
June 7, 1995

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

Dear Division of Corporations;

Enclosed please find the Articles of Incorporation for AFFORDABLE HOT SPOT SPAS, INC. corporation along with my check in the amount of \$122.50 for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please return this to me with the filing date stamped on it.

Thank you for your attention in this matter.

Sincerely,

Kevin Marshall

Kevin Marshall
612 N. Orange Ave, Suite B-3
Jupiter, FL 33458

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****122.50 ****122.50

6/15/95
[Signature]

ARTICLES OF INCORPORATION

OF

AFFORDABLE HOT SPOT SPAS, INC..

The undersigned incorporator for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

AFFORDABLE HOT SPOT SPAS, INC.

The principal place of business of this corporation shall be:

612 N. Orange Ave, Suite B-3
Jupiter, Fl 33458

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITOL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

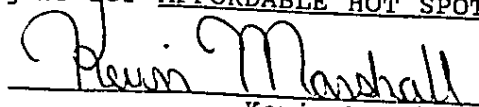
100 shares, par value 1.00 dollar.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V REGISTERED AGENT

The registered agent shall be Kevin Marshall and the initial registered office shall be at 612 N. Orange Ave., Suite B-3, Jupiter, FL 33458. I hereby am familiar with and accept the duties and responsibilities as registered agent for AFFORDABLE HOT SPOT SPAS, INC.


Kevin Marshall

ARTICLE VI OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected is:

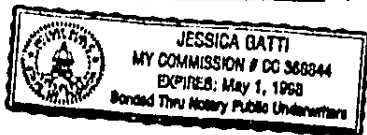
Kevin Marshall
612 N. Orange Ave., Suite B-3
Jupiter, Fl 33458

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Kevin Marshall
612 N. Orange Ave, Suite B-3
Jupiter, Fl 33458

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this Sixth day of June, 1995.



Signature of Incorporator

Kevin Marshall

STATE OF Florida

COUNTY OF Palm Beach

THE FOREGOING instrument was acknowledged and sworn to before me this 8 day of June, 1995, by Jessica Gatti of Palm Beach County

Notary Public

Jessica Gatti

My Commission Expires: May 1, 1998