

795 0000 62771

J. MICHAEL MALONE

ATTORNEY AT LAW

600 WEST COLONIAL DRIVE

ORLANDO, FLORIDA 32803

TELEPHONE (407) 427-6400

July 24, 1995

Corporate Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

200001558582
-08/11/95--01050--019
****122.50 ****122.50

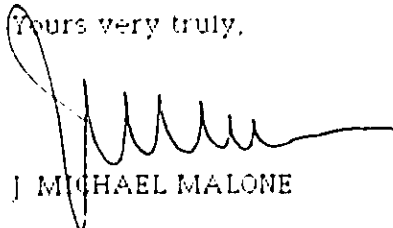
Re: Magick Massage, Inc

Gentlemen,

Enclosed please find the original and one copy of the Articles of Incorporation of the above said corporation along with my trust check for \$122.50 to cover the costs of filing the same. Once the Articles have been filed, I would appreciate you returning a certified copy to me for my records.

Thank you for your cooperation in this regard.

Yours very truly,


J. MICHAEL MALONE

JMM/jrg
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 11 AM 11:31

8/15/95

95 AUG 11 AM 11:31

We, the undersigned, do hereby certify that on the 1st day of August 1920, the persons herein named have duly incorporated under and pursuant to the laws of the State of Florida for the purpose hereinbefore stated and set forth, do hereby file in the office of the Secretary of State of said State this Certificate of Incorporation, in accordance with the laws of the State of Florida, and we do hereby set forth and certify as follows:

The name of the corporation shall be:

ARTICLE II

1. To engage in the business enterprise specializing in the tendering of massage therapy to the general public.

3. To purchase, lease, exchange, or otherwise acquire real and personal property of all kinds, character and description, whether improved or unimproved and any interest therein, to own, hold, control, maintain, improve, rebuild, enlarge, alter, manage, operate and control office building or buildings for the use by the company on lands owned or held by the corporation, to lease or sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real and personal property and any interest therein

To purchase or otherwise acquire a share in or sell or pledge hypothecate underwrite deal in and dispose of stock bonds or debentures or other evidences of indebtedness and obligation and securities of any corporation company partnership syndicate or person and any political or administrative subdivision or department thereof and certificates or receipts of any kind representing any interest in any such stock bonds or notes debentures evidences of indebtedness obligations or securities to issue its own shares of stock bonds or debentures evidences of indebtedness obligations securities certificates purchased or acquired by it and allow the owner or holder thereof to exercise all the rights to ownership with respect thereto.

to be authorized and to be sold, or to be sold by and to the credit of their holders, in any and all jurisdictions, concerning the subject of a corporation.

"To borrow and to encumber for any of the purposes of the corporation and from time to time to make, accept, endorse, co-endorse and issue promissory notes, drafts, certificates of indebtedness and agreements to secure the payment thereof by mortgage, pledge, lien, deposit or assignment in trust of the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired, and to sell pledges or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

"To enter into and make all necessary contracts and agreements for its business with any person, partnership, association or corporation or of any domestic or foreign state, government or governmental authority or any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The principal office shall be located in the City of Orlando, Orange County, Florida at 523 West Colonial Drive, Orlando, Florida, 32804, but the corporation shall have the right to establish and maintain other offices and places of business elsewhere and may transact its corporate business, including the meetings of its Board of Directors and Stockholders, wherever desired.

ARTICLE V

The total authorized capital stock of the corporation shall be One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. When the common stock of the corporation is issued and paid for, the common stock so issued shall be stamped "FULLY PAID AND NON-ASSESSABLE."

ARTICLE VI

The corporation shall commence business with not less than \$100,000 of its capital stock fully paid and issued.

ARTICLE VII

Pre-emptive rights. Except as may be otherwise provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive rights to purchase, subscribe for or otherwise acquire any shares of stock of the corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instru-

ARTICLE VIII

Stock rights and options. The corporation shall have the power to create and issue rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be conclusive.

ARTICLE IX

The business of the corporation shall be conducted by the Board of Directors which shall consist of not less than **1 nor more than 5** members, the number to be determined by the stockholders at each annual meeting of the stockholders.

The names and addresses of the Directors chosen for the first year and until their successors are elected and qualified are as follows:

Carl D. German
183 Pine Enoll Court
Casselberry, FL 32707

Willa T. Heideman
183 Pine Enoll Court
Casselberry, FL 32707

Mary P. Mooney
3215 Holiday Avenue
Apopka, FL 32703

ARTICLE X

The registered office of said corporation shall be located at **523 West Colonial Drive, Orlando, Florida, 32804**, and the registered agent at that office shall be **J. Michael Malone, Esquire**.

ARTICLE XI

The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

NAME	OFFICE	ADDRESS
Willa T. Heideman	President	183 Pine Enoll Court Casselberry, FL 32707
Carl D. German	Vice-President	183 Pine Enoll Court Casselberry, FL 32707

ARTICLE XII

The name and post office address of each subscriber of the Articles of Incorporation and the number of shares thereto by each subscribed are as follows:

Carl D. German 150
183 Pine Encl Court
Casselberry, FL 32707

Willa T. Heideman 175
183 Pine Encl Court
Casselberry, FL 32707

Mary P. Mooney 175
3215 Holiday Avenue
Apopka, FL 32703

IN WITNESS WHEREOF, we the undersigned have as of this 3rd
day of August, 1995, made and subscribed to these Articles of
Incorporation for the purpose of forming a corporation pursuant to the laws
of the State of Florida

Carl D. German
CARL D. GERMAN

Willa T. Heideman
WILLA T. HEIDEMAN

Mary P. Mooney
MARY P. MOONEY

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Carl D.
German, presenting as identification, Florida Driver License 6655-1845-5657, Willa T. Heideman, presenting as identification,
H. 355-898-50-686-0 and Mary P. Mooney,
presenting as identification M. 200-545-67-688-0

and after first being duly sworn well known to me to be the persons
described in and who executed the above for-going Articles of Incorporation
and they acknowledged the same freely and voluntarily for the purposes
therein expressed and that all statements herein are true and correct.

WITNESS my hand and official seal in the County and State last
aforesaid this 3rd day of August, 1995.

James A. Gorman

FILED
SECRETARY OF STATE
95 AUG 11 AM 11:31

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

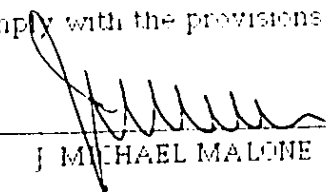
In pursuance of Chapter 486-1, Florida Statutes, the following is submitted, in compliance with said Act:

That **MAGICK MASSAGE, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Orlando, County of Orange, State of Florida has named J. Michael Malone, Esquire, located at 523 West Colonial Drive, located at Orlando, County of Orange, State of Florida, 32804 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

BY


J. MICHAEL MALONE