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JERRY KAHN ESQUIRE
ATTORNEY AT LAW

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****122.50 ****122.50

Corporate Records
Florida Department of State
Box 6327
Tallahassee, Florida 32314

Re: Incorporation
The Spa Channel Inc.

Sir:

Enclosed you will find two executed articles of incorporation for the above corporation and my firm check in the amount of \$122.50.

Please incorporate and return executed articles with certificate from the Secretary of State.

I am respectfully,

Jerry Kahn Esquire

SN JAN 02 1996

*called Jerry Kahn.
added corporate suffix in article I.*

FILED
95 DEC 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE SPA CHANNEL INC
CORPORATE ARTICLES

FILED
25 DEC 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these articles of incorporation, a natural person competent to contract, hereby presents these articles for the formation of a corporation under Florida law.

1. The name of the corporation shall be THE SPA CHANNEL, INC.
2. The corporation shall be organized to have a maximum of 100 shares of stock outstanding at any one time. The shares of the outstanding stock shall have a par value of \$1.00 per share.
3. The corporation may engage in any activity or business permitted in Florida.
4. The initial address of the principal office and registered office the name of the registered agent shall be Jerry Kahn, 1141 71 Street, Miami Beach, FL 33141. The board of directors shall from time to time move the office of the registered agent to any address in Florida.
5. Initially the corporation shall have 1 director and their number shall be increased or diminished from time to time by the by-laws adopted by the shareholders.
6. The amount of capital which the corporation shall begin business is \$501.00.
7. The corporation shall exist perpetually.
8. The name and address of the first board of directors is Jerry Kahn, 1141 71 Street, Miami Beach, FL 33141.
9. The name and post office address of the subscriber to these articles of incorporation and the number of shares he has agreed to take is Jerry Kahn, 1141 71 Street, Miami Beach, FL 33141, 100 shares.
10. These articles of incorporation may be amended in any manner provided by law. Every amendment shall be approved by the board of directors, proposed to them by the shareholders and approved at a shareholders' meeting by a majority of shares entitled to vote thereon, unless the shareholders and directors sign a written statement manifesting their intention that a certain amendment to these articles be made.

SUBSCRIBER
STATE OF FLORIDA
COUNTY OF DADE

Jerry Kahn

On December 19, 1995, Jerry Kahn acknowledged the foregoing instrument before me and produced a driver's license as identification and took an oath.

Notary Public State of Florida
My commission expires:



ROBIN KAHN
MY COMMISSION # CC382259 EXPIRES
July 12, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

First that, a corporation desiring to organize and qualify under the laws of Florida with its principal place of business in the city of Miami Beach, Florida, has named, Jerry Kahn, located at 1141 71 Street, Miami Beach, FL 33141 as its agent to accept service of process in the state of Florida.

President Jerry Kahn

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in the 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.

REGISTERED AGENT
Jerry Kahn