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ACCOUNT NO. : 072100000032

REFERENCE : 031376 4327020

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 2, 1996

ORDER TIME : 1:30 PM

ORDER NO. : 031376

CUSTOMER NO: 4327020

CUSTOMER: Michael L. Duffy, Esq
ALLEY, MAASS, ROGERS &
LINDSAY, P.A.
321 Royal Poincianna Pl.

Palm Beach, FL 33480

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DOMESTIC FILING

NAME: RESORT SPA COLLECTION, INC.

RECEIVED

96 FEB -2 PM 3:11

SIGN OF CORPORATION

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB -2 AM 9:23

FILED

T. BROWN FEB - 5 1996

ARTICLES OF INCORPORATION
OF
RESORT SPA COLLECTION, INC.

FILED
96 FEB -2 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is RESORT SPA COLLECTION, INC.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of filing these Articles with the State of Florida.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is P.O. Box 3226, Palm Beach, Florida 33480.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciann Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is MICHAEL L. DUFFY.

Article VIII - Initial Board of Directors

This corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial directors of this corporation are:

KENN KARAKUL
377 ROYAL POINCIANA PLAZA
PALM BEACH, FLORIDA 33480

JANE READER WEAVER
2479 BLIND PASS COURT
SANIBEL ISLAND, FLORIDA 33957

Article IX - Incorporator

The name and address of the person signing these Articles is JANE READER WEAVER, 2479 Blind Pass Court, Sanibel Islnad, Florida .

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

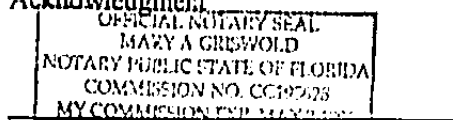
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of JAN, 1996.


JANE READER WEAVER

STATE OF FLORIDA)
) ss:
COUNTY OF PALM-BEACH) L L L

The foregoing was acknowledged before me this 24th day of January 1996, by JANE READER WEAVER, who is personally known to me or has shown _____ as identification.

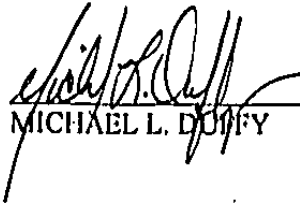

Signature of Person Taking
Acknowledgment



Name typed, printed or stamped
Title or Rank: NOTARY*
Serial Number: CC 195623

Acceptance of Designation

The undersigned, MICHAEL L. DUFFY, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


MICHAEL L. DUFFY

FILED
96 FEB -2 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA