

P96000012924

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: P.O. Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 2/12/96

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY gwr _____

WALK-IN 2/12 12:00
Will Pick Up _____

RE: B & K Sports Inc.
196 FEB 12 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Capital Express™
✓ Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
✓ () Cert. Copy(s) _____
600001712026
-02/12/96--01009-003
***122.50 ***122.50
Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S- _____
Fictitious Name File _____
Name Reservation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____
Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, _____ Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs. _____

SUBTOTALS _____

FEE..... \$ _____
DISBURSED..... \$ _____
SURCHARGE..... \$ _____
TAX on corporate supplies..... \$ _____
SUBTOTAL..... \$ _____
PREPAID..... \$ _____
BALANCE DUE..... \$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

B & K SPAS, INC.

FILED

96 FEB 12 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be B & K SPAS, INC. The mailing address of the Corporation shall be, 4825 Cortez Road West, Bradenton, Florida 34210.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be five thousand (5,000) shares of common stock having no par value.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are as follows:

NAME	ADDRESS
BRETT M. WAITS	4825 Cortez Road West Bradenton, Florida 34210
KERRY TALBOT	4825 Cortez Road West Bradenton, Florida 34210

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 4825 Cortez Road West, Bradenton, Florida 34210.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be BRETT M. WAITS.

ARTICLE IX - INCORPORATOR

The names and addresses of the incorporator is:

NAME	ADDRESS
BRETT M. WAITS	4825 Cortez Road West Bradenton, Florida 34210

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 9th day of February, 1996.


BRETT M. WAITS

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared BRETT M. WAITS, to me known to be the person described in and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same. I relied upon the following form of identification of the above named person:

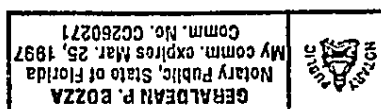
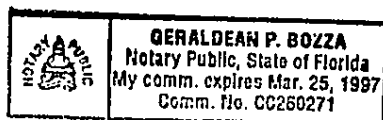
X who is personally known to me,
_____ who produced _____ as
identification.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of February, 1996.


Signature

Printed Name
Notary Public-State of Florida
Commission No. _____

My Commission Expires:



ACCEPTANCE

FILED

I hereby accept to act as initial Registered Agent for B & K
SPAS, INC., as stated in these Articles of Incorporation.

96 FEB 12 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


BRETT M. WAITS

CORP\ARTICLES