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March 19, 1996

UPS NEXT DAY AIR

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE

3-18-96

ENCLOSURE 175 100-100  
-03/20/96--01005--019  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Shangri-La Perfect Body Spa of Naples Corporation

Gentlemen:

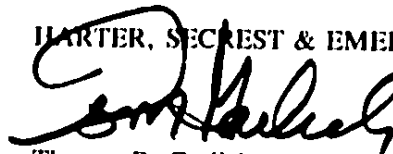
Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$122.50 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECRET & EMERY



Thomas B. Garlick

TBG/jpw  
Enclosures

96 MAR 20 AM 11:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

SHANGRI-LA PERFECT BODY SPA OF NAPLES CORPORATION

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is Shangri-La Perfect Body Spa of Naples Corporation and the address of principal office and mailing address of the Corporation is 2329 9th Street North, Naples, Florida 33940.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963. The name of the initial registered agent of the Corporation at the registered office shall be Thomas B. Garlick.

RECORDED  
3-18-76  
FILED  
MAR 20 11:00  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF S.W. FLA.

## ARTICLE V

### Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of not less than two (2) persons nor more than five (5) persons. The Directors shall be elected annually, in accordance with the By-laws. The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Leo Dahlmanns  
27580 Old 41 Road  
Bonita Springs, Florida 33923

Russell V. Rosen  
4901 Gulfshore Boulevard North  
Naples, Florida 33940

## ARTICLE VI

### Incorporator

The name and address of the Incorporator of the Corporation is:

Leo Dahlmanns  
27580 Old 41 Road  
Bonita Springs, Florida 33923

## ARTICLE VII

### Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

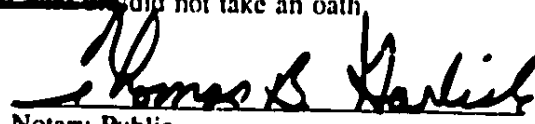
The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 18 day of March, 1996.

  
Leo Dahlmanns  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18 day of March, 1996,  
by Leo Dahlmanns, who is personally known to me ~~or who has produced~~  
~~as identification and who did/did not take an oath~~

  
Notary Public

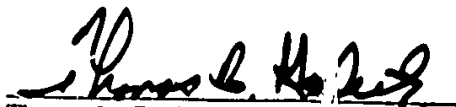
Thomas B. Garlick  
Printed Name

ACCEPTANCE OF REGISTERED AGENT

FOR

SHANGRI-LA PERFECT BODY SPA OF NAPLES CORPORATION

I, Thomas B. Garlick, having signed the within as registered agent of Shangri-La Perfect Body Spa of Naples Corporation, (the "Corporation") at the registered address of 100 Laurel Oak Drive, Suite 400, Naples, Florida 33963, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Thomas B. Garlick  
REGISTERED AGENT

FILED  
96 MAR 20 AM 11:07  
SOUTHERN DISTRICT  
PALM BEACH, FLORIDA