POWO CHILD TO THE PRICE OF THE



95 MAR 25 AM 10: 57
UNIVISION OF CORPORATION

96 MAR 25 AM HE 18 SECLE TALLAHA SECLETIONINA

COUNTY HOLD BY THE PROPERTY OF

THE ENGLISH OF MORNING STREET, AND ADMINISTRATION OF CHARLES AND A

AUTHORIZAN FOR A

in a latitude of the latitude of the

odeny to raint is interested the interest.

OPERAGE TIME & ACCUMENT

OPTA BEHIND BY ASSEMBLY

Constant to this and trace of

CERTIFIERS - Section Permitty 1 of

ខាងសារៈ ១០៤៦ ខាតា ខេត្តប្រជា

19.1

2 (4) 103a0

white facilities from Examples and

Missing II as I Company

DOMESTIC 5-11-1146

arrier : SEO Edicate particular, and a

TELECTION DOLL:

22 ORGANICO DE IMPONSPOROTION CIRTA GLORE DE LIBETTED PORTHIROSANO

PLEASE RETURN THE FOLLOWING AS PROOF OF FILLING:

2X CERTIFIED COPY
PLAIN STONGED COPY
PERTIFICATE OF GOOD STONDING

CONTROL PERSON: Lymno Policy L

COMMINDENS THE COMMON

12 THY P. MAR 2 6 1996

ARTICLES OF INCORPORATION

- OF -

SPA PLAN AMERICA, INC.

FILED 96 MAR 25 MIN 18 SLC: (MILABLE) - (FLORDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of this corporation is SPA PLAN AMERICA, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity,

ARTICLE III - PURPOSE

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock without nominal or par value which shall be designated "Common Shares." The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131, and the name of the initial registered agent of this corporation is JOSH N. BENNETT, Esquire, and his address is c/o

Schantz, Schatzman & Aaronson, P.A., 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131-2394.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of director may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporations is:

Mrs. NE'L ROTT 7402 Zubaron Lane Carlsbad, CA 92009

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Name Address

JOSH N. BENNETT

c/o Schantz, Schatzman, Aaronson & Cahan, P.A. 200 S. Biscayne Boulevard, #1050 Miami, Florida 33131

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, 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 20th day of March, 1996.

JOSH N. BENNETT

STATE OF FLORIDA COUNTY OF DADE

SS.:

The foregoing instrument was acknowledged before me this 20th day of March, 1996, by JOSH N. BENNETT, who is personally known to me and who did not take an oath.

State of Florida at Large My Commission Expires:

NOTARY PURE C, STATE OF FLORIDA SONIA HARRIS CONAVESIVEN NO C CC220399 Lt/ CONAVEZ ON EXPRES OCT. 5,1598

DESIGNATION OF RESIDENT AGENT

FIL ED

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May Be Served.

> (Attached to the Articles of Incorporation of SPA PLAN AMERICA, INC. and Made a Part Thereof)

Pursuant to Chapters 48,091 and 607,034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, SPA PLAN AMERICA, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Josh N. Bennett, Esquire, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours: to post my name (and any other officers of said corporation authorized to accerservice of process at the above Florida designated address) in some conspicuous place in offic: as required by law.

> Josh N. Bennett, Esquire Resident Agent

STATE OF FLORIDA

COUNTY OF DADE

SS.:

The foregoing instrument was acknowledged before me this 20th day of March, 1996, by Josh N. Bennett, who is personally known to me and who did not take an oath.

State of Florida at Large

My Commission Expires:

G:UNB/MIS/SPAPLAN.ART