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Certified Circuit Mediator
Civil Trial Lawyer

July 3, 1996

Estate Planning/Probate
Family/Marital Law
Personal Injury/Wrongful Death
Real Estate Law
Small Business Law

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

201001887432
-07/09/96-01073-017
****122.50 ****122.50

Re: Articles of Incorporation of Innerpeace Massage Therapies, Inc.

To Whom it May Concern:

Enclosed are the following documents necessary to incorporate Innerpeace Massage Therapies, Inc.:

1. Original, signed, and notarized Articles of Incorporation
2. Duplicate photocopy of the Articles.
3. My check in the amount of \$122.50 which represents \$35.00 filing fees, \$35.00 for Registered Agent Designation, and \$52.50 for a certified copy.

Please accept the Articles for filing and have the duplicate copy certified and returned along with the Corporate Charter to my office as soon as possible.

Thank you for your attention to this request.

Respectfully,


Edmund W. Holt

Enclosures

DMC
7-11-96

95 JUL - 8 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
INNERPEACE MASSAGE THERAPIES, INC.

FILED

96 JUL -8 AM 9:49

The undersigned, for purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Innerpeace Massage Therapies, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The general purposes for which this corporation is organized are as follows:

1. To engage in the business of massage therapies and related activities, including holistic activities incidental to such.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or to engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is Five Thousand (5,000) shares. Such shares shall be of a single class and shall not have a par value.

ARTICLE V

The principal office of the corporation is 44 Norwood Drive, Pensacola, Florida, and the mailing address of the corporation is the same.

ARTICLE VI

The street address of the initial registered office of the corporation is 44 Norwood Drive, Pensacola, Florida 32506, and the name of its initial registered agent at such address is Betty L. Bowlin.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of Directors is Betty L. Bowlin of 44 Norwood Drive, Pensacola, Florida 32506 and Mary Ann Hanson of 2337 Silversides Loop, Pensacola, Florida 32526. The number of directors may be either increased or decreased from time to time by the By-laws of the corporation, but the number shall never be less than one (1).

ARTICLE VIII

The name and address of the incorporators are Betty L. Bowlin of 44 Norwood Drive, Pensacola, Florida 32506 and Mary Ann Hanson of 2337 Silversides Loop, Pensacola, Florida 32526.

ARTICLE IX

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to existing shareholders or prospective shareholders, a pro-rata portion of the following:

1. Any stock of a class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation or any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation or any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

Executed by the undersigned at Pensacola, Escambia County, Florida, on the 2 day of July, 1996.

Betty L. Bowlin
Betty L. Bowlin, Incorporator

Mary Ann Hanson
Mary Ann Hanson, Incorporator

ACCEPTANCE BY REGISTERED AGENT

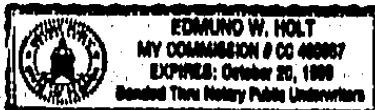
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated: 2 July '96

Betty L. Bowlin
Betty L. Bowlin, Registered Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 2 day of July, 1996, by Betty L. Bowlin who (X) was personally known to me or () produced _____ (type of identification), and by Mary Ann Hanson who (X) was personally known to me or () produced _____ (type of identification).



-Notary Seal-

Edmund W. Holt
(Signature)
Edmund W. Holt
(Type or Print Notary's Name)
Notary Public - State of Florida
My Commission Expires: 10-26-96