

P96000070248

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 224-0870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

EFFECTIVE DATE
8-20-96

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

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

To us via _____ Return via _____

Master No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W96-17663

625

P. CHESBORN AUG 23 1996

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

WALK-IN
Will Pick Up 8/22/200

112: Miami Beach
Massage, Inc.

No. 353085
FILED

- Capital Express ☒ _____
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
☒ () Cert. Copy(n) _____
Art. of Amend. File _____
Dissolution/Withdrawal _____
C U O _____
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.

O.O. PREP. DISCOUNT

RECEIVED
AUG 22 1996
DIVISION OF CORPORATION

RECEIVED
AUG 22 1996
DIVISION OF CORPORATION

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

August 22, 1996

CAP CONN

TALL, FL 32301

SUBJECT: MIAMI BEACH MASSAGE, INC.
Ref. Number: W96000017665

We have received your document for MIAMI BEACH MASSAGE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Frela Chesser
Corporate Specialist

Letter Number: 696A00039939

DIVISION OF CORPORATION

36 AUG 22 PM 4:13

RECEIVED

Corrected

**ARTICLES OF INCORPORATION FOR
MIAMI BEACH MASSAGE, INC.**

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

EFFECTIVE DATE
8-20-76

I

NAME OF CORPORATION

The name of the corporation shall be MIAMI BEACH MASSAGE, INC. whose address is 8731 N.E. 4th Avenue Road, Miami Shores, FL 33138.

II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

III

PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business.

IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of stock, all of one class, at \$1.00 per share par value.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is 407 Lincoln Road, Ste. 2-L, Miami Beach, FL 33139 and the name of the registered agent at said address is Saul Cimbler, Esq.

FILED
25 AUG 22 PM 4:35
TALLAHASSEE, FLORIDA

VI

INCORPORATOR

The name and address of the incorporator is as follows:

SAUL CIMBLER, ESQ.
407 Lincoln Road, Ste. 2-L
Miami Beach, FL 33139

VII

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one.

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

INDEMNIFICATION

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

XI

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and Shareholders, but the Board of Directors may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

XII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 20 day of Apr, 1986.



Saul Cimler, Incorporator

Saul Cimler, Registered Agent

STATE OF FLORIDA)

) 84:

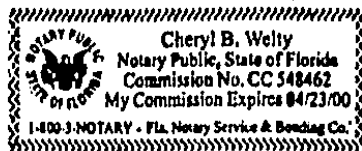
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **SAUL CIMBLER**,

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said

Therese B. Shetty
NOTARY PUBLIC
State of Florida at Large

My Commission expires:



ACCEPTANCE BY REGISTERED AGENT
OF
MIAMI BEACH MASSAGE, INC.

I, SAUL CIMBLER, as the registered agent of MIAMI BEACH MASSAGE, INC., a Florida corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation

REGISTERED AGENT

SAUL CIMBLER, ESQ.

FILED
95 AUG 22 PM 1:35
ALACHUA CO. FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, the undersigned authority, personally appeared SAUL CIMBLER to me well known to be the person described in and who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 14th day of August 1996

Cheryl B. Welty
NOTARY PUBLIC
State of Florida at Large,

My Commission expires:

