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REBECCA S. ROSENTHAL, P.A.
ATTORNEY AT LAW

1100 W. SPANISH RIVER BOULEVARD
SUITE 201
BOCA RATON, FLORIDA 33431

1133 OLD ORCHARD ROAD
WEST PALM BEACH, FLORIDA 33411

SEP 29 1996
TALLAHASSEE, FLORIDA

TELEPHONE (407) 393-0311
FACSIMILE (407) 393-1111

August 23, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: HEAVENLY DAY SPA, INC.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for Heavenly Day Spa, Inc., with attached Designation and Acceptance of Registered Agent for a Florida Corporation.

Kindly provide a certified copy of these articles to my office at the address noted above.

Check numbered 4382 in the amount of \$122.50 is enclosed. This represents payment for:

Charter Filing	\$ 35.00
Certified Copy of Charter	52.50
Registered Agent Fee	<u>35.00</u>

TOTAL \$122.50

If there are any problems which would prohibit the filing of the above Articles immediately, please call me collect at the above number.

I wish to thank you for your anticipated cooperation and assistance in handling this matter expeditiously.

Sincerely yours,

Rebecca S. Rosenthal
Rebecca S. Rosenthal

RR:tf
Enclosures

PH
9/3/96

ARTICLES OF INCORPORATION
OF
HEAVENLY DAY SPA, INC.

FILED
96 AUG 29 PM 10:06
TALLAHASSEE, FLORIDA

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

ARTICLE I. CORPORATE NAME.

The name of the corporation is:

HEAVENLY DAY SPA, INC.

ARTICLE II. ADDRESS.

The principal place of business and mailing address of this corporation are:

13 Northeast Thirteenth Street
Delray Beach, Florida 33444

ARTICLE III. AUTHORIZED SHARES.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of Common Stock having nominal value of ONE DOLLAR (\$1.00) per share. The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent are:

Susan R. Nelson
13 Northeast Thirteenth Street
Delray Beach, Florida 33444

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation is:

Susan R. Nelson
13 Northeast Thirteenth Street
Delray Beach, Florida 33444

ARTICLE VI. PURPOSE.

The corporation is formed for the following purposes:

1. To transact business as a day spa and/or otherwise and to provide any and all types of services and the sale of products related to and for, including but not limited to: facials, natural peels, makeup application, massage, body treatments, ear piercing, waxing, tanning, permanent makeup, manicures, pedicures, nail extensions, and hair styling, cutting, chemical procedures, coloring.
2. To operate a day spa.
3. To engage in and transact any lawful business for which corporations may be incorporated under the laws of the State of Florida. No other purposes limits the general purpose in any way.
4. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under law or by provisions of these Articles of Incorporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

This corporation shall have at least one director. The number of directors may be either increased or decreased from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial director of this corporation, who unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until his successor(s) is elected or appointed and has qualified, is:

SUSAN R. NELSON

13 Northeast Thirteenth Street
Delray Beach, Florida 33444

ARTICLE VIII. BYLAWS.

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United State of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX. INDEMNIFICATION AND LIMITATION OF LIABILITY.

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness or such stockholders to the corporation.

ARTICLE X. WORKING CAPITAL.

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI. AMENDMENT.

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, has signed and files these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true this 23rd day of August, 1996.

Susan R. Nelson
SUSAN R. NELSON

DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

96 AUG 29 PM 12:06

TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Susan R Nelson
Signature

SUSAN R. NELSON
Printed/Typed Name

Title: _____

13 Northeast Thirteenth Street
Delray Beach, Florida 33444

Dated: August 23, 1996.