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EMPIRE CORPORATE KIT

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((H96000012049 0)))

TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: BOTANICA DAY SPA II, INC.
AUDIT NUMBER.....H96000012049
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF
BOTANICA DAY SPA II, INC.**

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

BOTANICA DAY SPA II, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is to provide professional spa treatments as well as retail of professional beauty products.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

Prepared by: May-Wong Chou, Esq.
121 N. Osceola Ave, Ste. 312
Clearwater, FL 34615
FLBar# 0008222
(813) 461-7754

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ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

Claudia Vinson Johnson

100 Shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$100.00.

ARTICLE SIX

The corporation shall have no directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

121 North Fort Harrison Avenue

Clearwater, Florida 34615

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ARTICLE EIGHT**H96000012649**

The business of the corporation shall be managed by its officer, who is the stockholder of the corporation. The officer of the corporation shall be:

PRESIDENT, VICE-PRESIDENT,:	Claudia Vinson Johnson
TREASURER, SECRETARY	121 North Fort Harrison Avenue
	Clearwater, Florida 34615

ARTICLE NINE

Any profits earned by the corporation shall be divided among the stockholders on a prorated basis according to each stockholder's earnings.

ARTICLE TEN

The name and address of the person signing these Articles of Incorporation as incorporator is as follows:

Claudia Vinson Johnson
121 North Fort Harrison Avenue
Clearwater, Florida 34615

ARTICLE ELEVEN

The registered agent and registered office of this corporation shall be:

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Claudia Vinson Johnson
121 North Fort Harrison Avenue
Clearwater, Florida 34615

ARTICLE TWELVE

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE THIRTEEN

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, incorporated, and acknowledged these Articles of Incorporation this 10th day of September, 1996.

Claudia Vinson Johnson
Claudia Vinson Johnson

121 North Fort Harrison Avenue
Clearwater, Florida 34615

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT, I, CLAUDIA

VINSON JOHNSON, hereby accept designation as Registered Agent on this 10th day of September, 1996.

Claudia Vinson Johnson
Claudia Vinson Johnson

121 North Fort Harrison Avenue
Clearwater, Florida 34615

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TALLAHASSEE, FLORIDA

STATE OF Florida
COUNTY OF Pinellas

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State of Florida aforesaid to take acknowledgments, Claudia Vinson Johnson personally appeared, to me well known or who produced identification in the form of _____ to be the person described in and who executed the foregoing Articles of Incorporation as incorporator and registered agent respectively, and she acknowledged before me that she signed the same and accepts the uses and purposes therein set forth.

WITNESS my hand and official seal this 10th day of September, 1996.

May Wong Chou
NOTARY PUBLIC

Commission expires:



MAY-WONG CHOU
My Commission C0000778
Expires July 10, 1998

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