

P96000082455

HAMILTON-MASTERS, ASSOCIATES, INC.
1539 CENTER AVENUE
HOLLY HILL, FLORIDA 32117
904-254-7541 FAX: 904-254-8215
26 SEPTEMBER 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -2 AM 10:30

FL. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

400001962704
-10702796--01033--006
***122.50 ***122.50

ATTN: STEVEN GODFREY, NEW FILINGS SECTION


DEAR SIR,

ENCLOSED ARE THE ARTICLES OF INCORPORATION OF HYDROMASSAGE
SPA MANUFACTURING, INC., FOR FILING, AND A CHECK IN THE AMOUNT
OF \$122.50 TO COVER THE VARIOUS FILING FEES.

PLEASE RETURN TO OUR OFFICE ALL INFORMATION AS TO DATE FILED
AND CHARTER NUMBER WHEN THEY ARE FILED.

THANK YOU IN ADVANCE.

SINCERELY,


JOHN MASTERS
HAMILTON-MASTERS, ASSOCIATES, INC.

D. BROWN OCT - 7 1996

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF

HYDROMASSAGE SPA MANUFACTURING, INC.

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract, hereby undertaking to form a Corporation under the laws of the State of Florida.

ARTICLE I:

The name of the Corporation is:

HYDROMASSAGE SPA MANUFACTURING, INC.

ARTICLE II:

This Corporation's principal business shall be the operation of an independent distributorship of catalogued merchandise for sale at wholesale or retail but shall encompass all related activities of that trade. It shall however, be allowed to transact all types of business lawful under the laws of the United States and the State of Florida, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fire or exposition.

ARTICLE III:

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is One Hundred Shares of Common Stock, No Par Value, all being fully paid and non-assessable. The consideration to be paid for each share shall be fixed by the existing shareholders, and shall be payable in lawful money, property or labor and service.

ARTICLE IV:

The amount of capital with which this Corporation will begin business is not less than \$500.00.

ARTICLE V:

This Corporation shall have perpetual existence, unless terminated in the manner prescribed by law.

ARTICLE VI:

The street address of the principal office of the Corporation is 708 Carswell Avenue, Holly Hill, Florida 32117-202. The mailing address of the Corporation is 1539 Center Avenue; Holly Hill, Florida 32117-2021, and the initial registered agent of this Corporation at that address is John M. Masters.

ARTICLE VII:

This Corporation shall not have less than two nor more than twelve directors. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than two.

ARTICLE VIII:

The names and street addresses of the members of the first Board of Directors, and the Officers of this Corporation are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
Frank J. Todora	708 Carswell Avenue Holly Hill, Fl. 32117	President
Victoria F. Brown	312 Dorothy Avenue Holly Hill, Fl. 32117	Sect./Tres.
Joseph Pfluger	1160 Vienna Austria, Europe	Vice President

ARTICLE IX:

The names and street addresses of the subscribers of these Articles of Incorporation and the number of shares of stock each agrees to take are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>
Frank J. Todora	708 Carswell Avenue Holly Hill, Fl. 32117	100

The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE X:

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE XI:

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE XII:

Any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting if a consent in

writing, setting forth the action so to be taken, signed by all of the Directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XIII:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV:

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer or are Directors and/or officers of such Corporation, and any Director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the Corporation is interested, and no contract, or act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

No stock in the Corporation shall be sold, assigned, pledged or otherwise disposed of to any person not a shareholder in this Corporation unless the shareholder who proposes to dispose of his stock first offers the stock to the Corporation itself and to each of the other shareholders in the Corporation at the fair value as hereinafter defined.

Fair value as used herein is defined as that which a willing buyer would pay to a willing seller. If the purchaser and seller of stock under the provisions above agree as to the amount of fair value, that amount shall govern. If they fail to agree, the amount of fair value shall be determined by an arbitrator selected by mutual consent of the parties.

Nothing herein contained shall be construed to prevent or restrict the passage of stock of this Corporation to heirs or legatees on the death of a stockholder.

Any one acquiring the stock of this corporation by sale, pledge, assign, bequest, inheritance or otherwise, shall be subject to these restrictions on alienation.

Frank J. Tadora (SEAL)

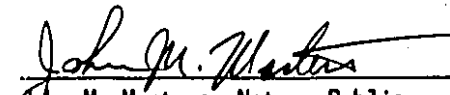
STATE OF FLORIDA
COUNTY OF VOLUSIA

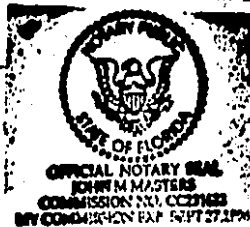
Before me, the undersigned authority, personally appeared

FRANK J. TODORA

to me well known to be the persons described in and who subscribed the above and foregoing Articles of Incorporation; and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Holly Hill, Florida, in the said County and State, this 26th day of Sept, A.D., 1996.


John M. Masters, Notary Public
State of Florida at Large
My Commission Expires: 9/27/96
Commission #: CC231633



ID for Frank J. Todora: Personally Known

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 OCT 2 AM 10:30

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48,091, Florida Statutes, the following is
submitted, in compliance with said Act:

First - that HYDORMASSAGE SPA MANUFACTURING, INC., desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation, at the City of
Holly Hill, Florida 321117-2021 has named John M. Masters, located at
1539 Center Avenue; Holly Hill, Florida 32117-2021, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office.

By: John M. Masters
Registered Agent

PC16 000082455

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued. If such right shall be barred, three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money."

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: HYDROMASSAGE SPA MFG INC EIN or SS#: 59-3410651

Address: 320 FENTRESS BLVD
DAYTONA BEACH, FL 32114

Amount: \$ 65.00 Date Paid 4-97

Reason for claim: Duplicate AIR P96000082455
87 5-7-97

Certified true and correct this 25th day of JUNE, 19 97.

Signature [Signature]
PHYLIPPE KENNESSY, PRESIDENT

* Must be completed if authority is other than Section 215.26, Florida Statutes.

<p>For Agency Use Only</p> <p>Agency recommends approval of above claim and submits the following information to substantiate its claim.</p> <p>The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasury's Receipt No. <u>96012/015</u> dated <u>04-21-97</u>.</p>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	<u>452021300014530000000022002000</u>
Certified true and correct this	day of _____, 19 _____
Department of	State Division of Corporations
(Agency)	(Authorized Signature and Title)