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TO: DIVISION OF CORPORATION  
FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694  
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ACCT#: 072450003255  
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NAME: THE SPA AT FOUNTAINBLEU MILTON, INC.  
AUDIT NUMBER.....H96000016170  
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ARTICLES OF INCORPORATION  
OF  
THE SPA AT FONTAINEBLEAU MILTON, INC.

H96000016170

ARTICLE I. CORPORATE NAME.

The name of this corporation and its principal place of business is: The Spa at Fontainebleau Milton, Inc., 3211 Ponce de Leon Blvd., Suite 301, Coral Gables, FL 33134

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$75.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: IRVING LEVENTHAL, 3211 Ponce de Leon Boulevard, Suite 301, Coral Gables, FL 33134.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

*Instrument prepared by:*

ROBERT D. KORNER, ESQ.  
FLA. BAR NO. 108397  
3211 PONCE DE LEON BLVD., #204  
CORAL GABLES, FL 33134  
(305) 446-3587

H96000016170

H96000016170

ARTICLE VIII. INITIAL DIRECTORS.

The name of the initial directors of this Corporation and their street address are:

IRVING LEVENTHAL and MANNY ARIAS  
3211 Ponce de Leon Blvd., Suite 301  
Coral Gables, FL 33134

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

IRVING LEVENTHAL, 3211 Ponce de Leon Blvd., #301, Coral Gables, FL 33134

ARTICLE X. OFFICERS

The names of the initial officers are:

IRVING LEVENTHAL  
MANNY ARIAS

President  
Secretary

ARTICLE XI. AMENDMENT.

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII. RESTRICTIONS ON TRANSFER OF STOCK

A. Initial shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

MANNY ARIAS      100 shares

2

H96000016170

H96000016170

B. Right of First Refusal. Before a shareholder sells or transfers all or part of his shares of stock, the remaining shareholders, jointly or individually, shall have the right to purchase the shares of stock on the same terms and conditions as the terms of the original offer to purchase. The selling shareholder must notify the remaining shareholders in writing of the proposed sale including the terms of the sale. The remaining shareholders shall have seven (7) days from the date they are notified of the proposed transfer in which to exercise their option to purchase. If the shareholders do not exercise their right to purchase, the shares may be sold or transferred in accordance with the original offer purchase.

#### ARTICLE XIV. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such is required by law.

#### ARTICLE XV. MANAGEMENT

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

#### ARTICLE XVI. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XVII. DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XVIII. SECTION 1344 STOCK

Prior to issuance of any stock the directors are hereby authorized, empowered and directed to take such action and form such a plan as to comply with all provisions of Section 1344 of the Internal Revenue Code of 1954 in qualifying the stock of this corporation of Section 1344 Stock.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on November 13, 1996.

  
IRVING LEVENTHAL, Incorporator

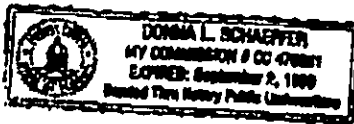
STATE OF FLORIDA  
COUNTY OF DADE

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BEFORE ME, a Notary Public, personally appeared IRVING LEVENTHAL to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on November 13, 1996.

My commission expires:

*Donna L. Schaeffer*  
Notary Public, Florida



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

In accordance with Chapter 617.023, Florida Statutes, the following is submitted:

THE SPA AT FONTAINEBLEAU MILTON, INC.

desiring to organize under the laws of the State of Florida, with its registered agent's office located at 3211 Ponce de Leon Blvd., Suite 301, Coral Gables, County of Dade, State of Florida, has named IRVING LEVENTHAL located at said address as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the 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.

  
 IRVING LEVENTHAL

5

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