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TALLAHASSEE, FL 32301-2607
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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 164623 4342718

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 22, 1996

ORDER TIME : 9:35 AM

ORDER NO. : 164623-005

CUSTOMER NO: 4342718

CUSTOMER: Ms. Ann Daughrity
GLENN RASMUSSEN & FOGARTY

Suite 1300
100 South Ashley Drive
Tampa, FL 33602

600002012546--8
-11/22/96--01059--019
****122.00 ****122.00

DOMESTIC FILING

NAME: INTERNATIONAL SPA
PRODUCTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96 NOV 22 PM 2:34
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 22 AM 11:19
DIVISION OF CORPORATE REGISTRATION

Dmc
11/22/96

GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

November 21, 1996

VIA HAND DELIVERY

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32314

Re: International Spa Products, Inc.

Gentlemen:

Enclosed are the following items pertaining to International Spa Products, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:


Filing fee	\$35.00
Acceptance of Registered Agent	35.00
Certified copy	<u>52.50</u>

TOTAL	\$122.50
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Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.


A. Ann Daugherty
Assistant to
Robert C. Rasmussen

cc: Harvey Zorn

(aad1527)
(1808-001)
November 21, 1996 3:51 PM

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL SPA PRODUCTS, INC.**

FILED

96 NOV 22 PM 2:34

TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of **INTERNATIONAL SPA PRODUCTS, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

INTERNATIONAL SPA PRODUCTS, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is:

4701 E. 7th Ave.
Tampa, FL 33605

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The names of the initial directors are:

Harvey C. Zorn

David C. Schulte

Manuel Saavedra

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 100 South Ashley Drive, Suite 1300, Tampa, FL 33602, and the name of the corporation's initial registered agent at that address is Steven W. Vazquez.

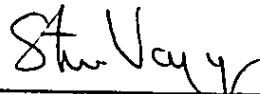
ARTICLE VI. INCORPORATOR

The name and street address of the incorporator are:

Steven W. Vazquez
100 S. Ashley Drive
Suite 1300
Tampa, FL 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: November 21, 1996.



Steven W. Vazquez,
as incorporator

(smd1.526)

**INTERNATIONAL SPA PRODUCTS, INC.
ACCEPTANCE OF REGISTERED AGENT**

FILED

95 NOV 22 PM 2:34


TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That International Spa Products, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 100 South Ashley Drive, Suite 1300, Tampa, FL 33602, has named Steven W. Vazquez as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for International Spa Products, Inc. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: November 21, 1996.



STEVEN W. VAZQUEZ

(aad1.526)