



THE UNITED STATES
CORPORATION
COMPANY

P970000013425

ACCOUNT NO. : 072100000032

REFERENCE : 255633 161057A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 11, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 255633-005

CUSTOMER NO: 161057A

CUSTOMER: John T. Prahl, Esq
JOHN T. PRAHL, ESQ

Suite 150
3251 Ponce De Leon Boulevard
Miami, FL 33134

500002083785--7
-02/11/97--01112--015
****122.50 ****122.50

DOMESTIC FILING

NAME: FALLS THERAPEUTIC MASSAGE,
INC.

EFFECTIVE DATE: 1

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: Todd Sterzoy

EXAMINER'S INITIALS:

FILED
97 FEB 11 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB 11 AM 10:45
DIVISION OF CORPORATIONS
2-11-97

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is:

FALLS THERAPEUTIC MASSAGE, INC.

2. The mailing address for the corporation shall be 13015 S.W 89th Place, Suite 109, Miami, FL 33176.

3. The period of its duration is perpetual.

4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.

5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.

6. The address of it's initial registered office is 2801 Ponce De Leon Blvd., Suite 1155, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is John T. Prah.

7. The number of directors constituting its initial board of directors is one (1) whose name and address is:

NAME

Kenneth Coates

ADDRESS

13015 SW 89th Place
Suite # 109
Miami, FL 33176

8. The name and address of the Incorporator is:

NAME

Kenneth Coates

ADDRESS

13015 SW 89th Place
Suite # 109
Miami, FL 33176

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized

FILED
FEB 11 PM 1:11
1997
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 10 day of February, 1997.

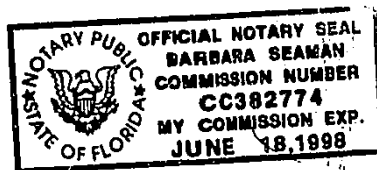
Kenneth H. Coates
KENNETH COATES

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged by me this 10 day of February 1997, by Kenneth Coates who is personally known to me, or who produced Fl D/wic as identification.

Barbara Seaman
NOTARY PUBLIC
BARBARA SEAMAN

My Commission Expires:



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:

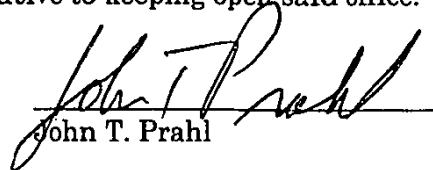
First--that FALLS THERAPEUTICE MASSAGE, INC. desiring to organize
under the laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at Coral Gables, County of Dade, State of Florida, has named
John T. Prah, 2801 Ponce De Leon Blvd., Suite 1155, Coral Gables, Florida 33134.

(Street address and number of building, post office box address not acceptable)

City of Coral Gables, County of Dade, State of Florida, 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.


John T. Prah