

P97000030092



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 314523 10473A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 1, 1997

ORDER TIME : 12:28 PM

ORDER NO. : 314523-005

CUSTOMER NO: 10473A

CUSTOMER: Michael A. Fischler, Esq
FISCHLER & FRIEDMAN, P.A.

116 Southeast 6th Court

Ft. Lauderdale, FL 33301

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***122.50 ***122.50

DOMESTIC FILING

NAME: S.A. DAY SPA, 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: Todd Sterzoy

EXAMINER'S INITIALS:

FILED
97 APR -1 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR -1 PM 1:11
TALLAHASSEE, FLORIDA

DMC
4/2/97

497-7530



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 1, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: ALEXANDRA HOLDINGS, INC.
Ref. Number: W97000007530

We have received your document for ALEXANDRA HOLDINGS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 697A00016367

RESUBMIT

Please give original
submission date as file date.

**ARTICLES OF INCORPORATION
OF**

S.A. DAY SPA, INC.

FILED
97 APR -1 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make,
subscribe and file these Articles of Incorporation for the purpose of organizing a
corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

S.A. DAY SPA, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be
to engage in any and all lawful activities or business permitted under the laws of the
United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be
authorized to issue and have outstanding at any one time shall be 10,000 shares of
common stock, \$1.00 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

**REGISTERED AGENT AND INITIAL
REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michael A. Fischler, Esq.
Fischler & Friedman, P.A.
116 Southeast 6th Court
Fort Lauderdale, Florida 33301

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have at least one director and the initial director shall be:

Sonia Alexandra
c/o 116 S.E. Sixth Court
Fort Lauderdale, FL 33301

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Michael A. Fischler, Esquire and his address is 116 Southeast 6th Court, Fort Lauderdale, Florida 33301.

ARTICLE VII

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to

be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE IX

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 27th day of March, 1997.


MICHAEL A. FISCHLER, Incorporator

STATE OF FLORIDA)
SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 27th day of March, 1997, by Michael A. Fischler, as Incorporator, who is personally known.




Notary Public
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

S.A. DAY SPA, INC. ., a corporation existing under the laws of the State of Florida, with its principal office and mailing address at: 116 S.E. 6th Court, Fort Lauderdale, Florida 33301, has named Michael A. Fischler, Esq., whose address is Fischler & Friedman, P.A., 116 S.E. 6th Court, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


MICHAEL A. FISCHLER, ESQUIRE

97 APR - 1 PM 4:17
FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA