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DALE E. KROUT, JR.

5051 Castello Drive, Suite 202, Naples, Florida 34103

DALE E. KROUT, JR.

(941) 263-6610

Fax (941) 263-8235

April 24, 1997

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-05/08/97--01136--004  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32301

RE: Mr. & Mrs. Massage, Inc.

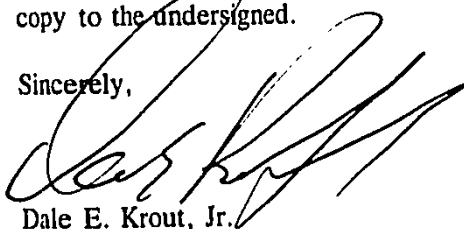
Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,



Dale E. Krout, Jr.

DEK:meh

Enclosures

FILED  
97 MAY -8 AM 8:39  
TALLAHASSEE, FLORIDA

mc 5/13/97

ARTICLES OF INCORPORATION

FOR

MR. AND MRS. MASSAGE, INC.

FILED

97 MAY -8 AM 8:39

SEC. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the Corporation is MR. AND MRS. MASSAGE, INC.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said corporation shall be providing massage therapy services and is as follows:

A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and political body.

B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.

C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United

D. To borrow or raise monies for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligations for its corporation purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein, set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the business hereinbefore described, or any part of parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects and purposes of the corporation shall not be deemed to exclude by inference any powers, objects or purposes which the corporation is empowered to exercise, whether expressly by force of the General Corporation Laws of the State of Florida, or implied by the reasonable construction of the said laws (Chapter 607 of the Florida Statutes).

#### ARTICLE IV - STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500, all of which shall be common shares with the par value of One Dollar (\$1.00) per share.

#### ARTICLE V - MINIMUM CAPITAL

The Corporation will begin business with Five Hundred Dollars (\$500.00) as minimum capital contributed by the Shareholder.

#### ARTICLE VI - DIRECTOR

There shall be one member of the initial Board of Directors of the Corporation. The name and address of the person who is to serve as Director until the first election thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANDY MCCREEDY	1048 Castello Dr. Naples, Florida 34103

#### ARTICLE VII - INCORPORATOR

The name and residence address of the Incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ANDY MCCREEDY	1048 Castello Dr. Naples, Florida 34103

#### ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this Corporation with another corporation shall require the holders of at least fifty-one percent (51%) of the issued and outstanding shares of each class of stock in the Corporation to approve such merger or consolidation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such purpose.

#### ARTICLE IX - VOTING REQUIREMENT

The shareholders may adopt or amend a by-law that fixes a greater quorum or voting requirement for shareholders than is required by statute.

#### ARTICLE X - SECTION 1244 STOCK

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE XI - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE XII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of this Corporation shall not dispose of the stock of the Corporation which he or she may hereafter acquire without first making it available for purchase by the Corporation and then to the remaining shareholders of the Corporation should the Corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this Corporation.


#### ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

1048 Castello Drive  
Naples, Florida 34103

The name of the initial registered agent of the Corporation at that address is: DALE E. KROUT, JR., ESQ.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 10th day of April, 1997.

  
ANDY MCCREEDY

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ANDY MCCREEDY who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath; and known to be the person described as the Incorporator in and who executed and subscribed to these Articles of Incorporation.

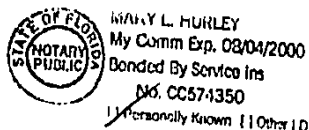
WITNESS my hand and official seal in the County and State named above this 10th day of April, 1997.

  
NOTARY PUBLIC  
Print name: Mary E. Hurley

My Commission Expires:

8/4/2000

(SEAL)



**CERTIFICATE OF DESIGNATING AGENT  
UPON WHOM PROCESS MAY BE SERVED AND  
THE PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA**

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

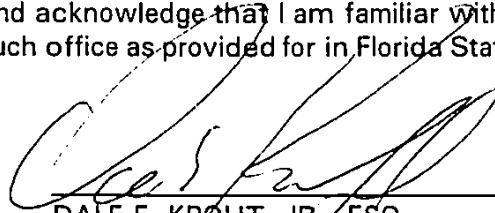
**MR. AND MRS. MASSAGE, INC.** desiring to be organized under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at:

DALE E. KROUT, JR., ESQ.  
Registered Agent  
5051 Castello Drive, Suite 202  
Naples, Florida 34103  
County of Collier  
State of Florida

and its principal office at:

1048 Castello Drive  
Naples, FL 34103

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.



DALE E. KROUT, JR., ESQ.  
Registered Agent

FILED  
97 MAY -8 AM 8:39  
TALLAHASSEE, FLORIDA