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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA ACCT#: 105404002242
CONTACT: JULIO C EKQUIVEL
PHONE: (813)977-5203 FAX #: (813)632-2797

NAME: AMC SPAS & ACCESSORIES, INC.
AUDIT NUMBER.....H97000008295
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
AMC Spas & Accessories, Inc.

Article II. Address

The mailing address of the Corporation is:
AMC Spas & Accessories, Inc.
1995 West 10 Mile Road
Cantonment FL 32533

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Melanie A. McGahee
417 West Sugerland Highway
Clewiston FL 33440

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Melissa McGahee
Alice Crockarell

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Melanie A. McGahee
Law Office of Melanie A. McGahee
417 West Sugerland Highway
Clewiston FL 33440
941-983-1677

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Melanie A. McGahee
Law Office of Melanie A. McGahee
417 West Sugarland Highway
Clewiston FL 33440

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective May 20, 1997

The undersigned incorporator executed these Articles of Incorporation on
May 20, 1997



MELANIE A. MCGAHEE
by J.C. Esquivel as attorney-in-fact

Melanie A. McGahee
Law Office of Melanie A. McGahee
417 West Sugarland Highway
Clewiston FL 33440
941-983-1677

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

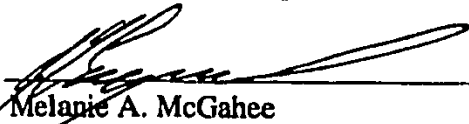
CORPORATION:

AMC Spas & Accessories, Inc.

REGISTERED AGENT/OFFICE:

Melanie A. McGahee
417 West Sugarland Highway
Clewiston FL 33440

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Melanie A. McGahee

Julio C. Esquivel, President

Date: May 20, 1997

Melanie A. McGahee
Law Office of Melanie A. McGahee
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Clewiston FL 33440
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