

797000049121

J. Pickett Jones 1870-1893

G. Moreno Jones 1885-1938

Robert A. Sims 1962-1974

J. McHenry Jones 1923-1993

John P. Welch

Jones and Welch, P.A.

703-5 South Palafox Place

Post Office Box 12605

Pensacola, Florida 32574-2605

May 30, 1997

Telephone (904) 432-7604

Telecopier (904) 432-5947

State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/02/97--01029--020

****122.50 ****122.50

RE: Articles of Incorporation
DeBroux Auto Repair, Inc.

Dear Sir:

Enclosed herewith please find the following documents:

- (1) The Original proposed Articles of Incorporation of DeBroux Auto Repair, Inc. Please file the original and return one certified copy to me at the above address.
- (2) The Original of the Certificate of Acceptance of Designation of Registered Agent/Registered Office. Please file the original and return one certified copy to me at the above address.
- (3) My firm's check in the amount of \$122.50 for the filing fees and certified copies as requested.

If you should have any questions or concerns regarding this matter, please do not hesitate to contact me.

I am,

Very truly yours,

JOHN P. WELCH

JPW/mls
Enclosures

SECRET
DIVISION OF STATE
CORPORATIONS
97 JUN -2 AM 11:32

(7) 4/4

ARTICLES OF INCORPORATION
OF
DeBROUX AUTO REPAIR, INC.

SECRET FILED
DIVISION OF STATE
INCORPORATIONS
97 JUN -2 AM 11:33

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is DeBROUX AUTO REPAIR, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To provide automotive repair services to the general public and engage in each and every aspect of the business of automobile repair and maintenance services, as well as for the purpose of engaging in and transacting all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do such other things as are incidental to the purposes of the corporation or necessary and desirable in order to accomplish them.

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and invest in, trade in, deal in and with goods, wares and merchandise; real and personal property, and services of every class, kind and description: except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or

exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in other states and counties.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence or indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation in the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power and privileges of ownership, including the right to vote such stock.

(g) To do all and everything necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the object of the corporation whether or not such business is similar in nature to the objects set forth in the

Articles of Incorporation of such corporation or any amendment thereof.

ARTICLE III

Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, with a par value of One (\$1.00) Dollar per share, all of which when issued shall be fully paid and nonassessable.

ARTICLE IV

The amount of capital with which this corporation will begin business is One Thousand and No/100 (\$1,000.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

This initial Post Office address of the principal office of this corporation in the State of Florida is 9009 North Davis Highway, Pensacola, Florida 32514.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall not have less than one, nor more than nine Directors. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The name and post office address of each subscriber to this corporation and these Articles of Incorporation, and the number of shares of stock which they agree to take, is as follows:

<u>Name:</u>	<u>Address:</u>	<u>Shares of Stock:</u>
JAMES E. DeBROUX, SR. President/Director	9009 North Davis Highway Pensacola, FL 32514	100

ARTICLE IX

The Resident Agent of this corporation is JAMES E. DeBROUX, SR., 9009 North Davis Highway, Pensacola, FL 32514.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholder's Meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the parties hereunto have set their hands
and seals this 30 day of May, 1997.

Michael I. Silber
Witness:
Print Name: Michael I. Silber

James E. DeBroux, Sr. (SEAL)
JAMES E. DeBROUX, SR.

John P. Welch
Witness:
Print Name: John P. Welch

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was acknowledged before me on this 30th day of May, 1997, by JAMES E. DeBROUX, SR., who is personally known to me or who produced _____ as Identification and who did/did not take an oath.

- S E A L -

John P. Welch
NOTARY PUBLIC
Type or Print Name:
My Commission Expires:



JOHN P. WELCH
MY COMMISSION # CC 421415 EXPIRES
January 19, 1999
BONDED THRU FISHER-BROWN, INC.

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

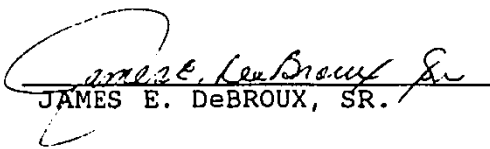
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That DeBROUX AUTO REPAIR, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Santa Rosa, State of Florida, has named JAMES DeBROUX^{SR.}, located at 9009 North Davis Highway, Pensacola, FL 32514, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:


JAMES E. DeBROUX, SR.

STATE
CORPORATIONS
DIVISION
97 JUN -2 AM 11:33

P 97000049122



ACCOUNT NO. : 072100000032

REFERENCE : 415197 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 4, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 415197-005

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

*****70,000 *****70,000

DOMESTIC FILING

NAME: XTREME TOTAL MASSAGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
97 JUN - 4 AM 10:38
DIVISION OF CORPORATION

6 JUN - 4 1997

ARTICLES OF INCORPORATION

OF

XTREME TOTAL MASSAGE, INC.

ARTICLE I.

NAME

The name of this corporation is Xtreme Total Massage, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 936 South Howard Avenue, Tampa, Florida 33609.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of June 2, 1997.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, Esq., 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are Alex A. Menendez, 936 South Howard Avenue, Tampa, Florida 33609.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act

by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII.

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

A. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

B. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

C. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

D. Shares sold otherwise than for money.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 3rd day of June, 1997.

Thomas B. Smith
Thomas B. Smith

INCORPORATOR

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