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LAW OFFICES

JIM E. SOLOMON & ASSOCIATES, P.A.

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June 9, 1997

FILED

97 JUN 10 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002207988--5
-06/10/97--01089-013
*****70.00 *****70.00

Re: Blue Sky Therapeutic Massage, Inc.

Dear Sir or Madam:

I am enclosing for filing the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/ Registered Office for the above-referenced Corporation, together with this Firm's check in the amount of \$70.00 for filing the Articles and for Designation of Registered Agent.

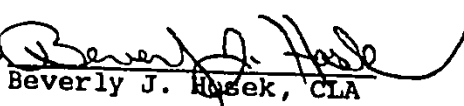
Please file the same and return the filed copy in the self-addressed, stamped envelope enclosed herewith for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By:


Beverly J. Rosek, CLA

bjh
Enclosures
CC: Michael J. Olinger

946-11-97

ARTICLES OF INCORPORATION
OF
BLUE SKY THERAPEUTIC MASSAGE, INC.

97 JUN 10 AM 10:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be: BLUE SKY THERAPEUTIC MASSAGE, INC.

The address of the principal office of this Corporation shall be: 1236 N. W. 19th Terrace, Delray Beach, Florida 33445, and the mailing address of the Corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, with a par value of \$1.00 per Share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 1236 N. W. 19th Terrace, Delray Beach, Florida 33445; and the name of the initial Registered Agent of the Corporation at that address is Michael J. Olinger.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have one officer and one director, initially. The name and street address of the initial Officer and Director who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

Michael J. Olinger
1236 N. W. 19th Terrace
Delray Beach, Florida 33445

The undersigned has executed these Articles of Incorporation
this 9th day of June, 1997


Michael J. Olinger, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

97 JUN 10 AM 10:53
FILED
TALLAHASSEE
SECRET

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is: **BLUE SKY THERAPEUTIC MASSAGE, INC.**

2. The name and address of the registered agent and office is:

Michael J. Olinger,
1236 N. W. 19th Terrace
Delray Beach, Florida 33445

By: Michael J. Olinger
Michael J. Olinger, Sole Incorporator

Date: June 9, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Michael J. Olinger
Michael J. Olinger,
Registered Agent

Date: June 9, 1997