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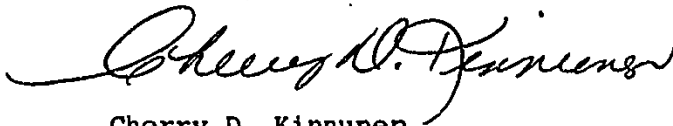
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***127.50 ***127.50

State of Florida
Department of State
Divisions of Corporations
The Capitol
Tallahassee, FL 32304

Gentlemen:

Enclosed is my check in the amount of \$ 127.50 to set up the enclosed corporation. If any additional information is needed, please call (813) 849-5446

Sincerely,



Cherry D. Kinnunen

JUL 9

BS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 16 PM 3:38

FILED

615

W97-15811



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 9, 1997

CHERRY D. KINNUNEN
7140 JASMIN DRIVE
NEW PORT RICHEY, FL 34652

SUBJECT: A SECRET GARDEN SPA, INC.
Ref. Number: W97000015811

We have received your document for A SECRET GARDEN SPA, INC. and check(s) totaling \$127.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent.")

Please return the original and one copy of 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 (850) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 297A00035350

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

I the undersigned subscriber, a natural person, competent to contract, hereby form a corporation for profit under the provisions of Chapter 607, Florida Statutes, and do hereby adopt the following Articles of Incorporation as the charter of the corporation:

I. NAME

The name of this corporation is:

A Secret Garden Spa, Inc.

II. NATURE OF BUSINESS

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

To engage in any activity or business permitted under the laws of the United States of America, and of the State of Florida, including but not limited to deal in real, personal, or mixed property of any kind or description; to deal in stocks, bonds, mortgages, securities, notes and commercial papers of any kind; to purchase, hold, sell, and transfer shares of its own capital stock, provided that the corporation shall not purchase its own shares of capital stock except from a surplus of its assets over its liabilities including capital.

III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: SEVEN THOUSAND (7,000) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be such amount as may be determined by the Board of Directors, which shall be not less than \$500.00.

V. TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved pursuant to the provisions of Florida Statutes Chapter 607.

VI. ADDRESS

The initial address of this corporation as its principal office in the State of Florida is:

5807 Main Street
New Port Richey, FL 34652

VII. DIRECTORS

The number of directors of this corporation shall not be less than one (1), nor more than seven (7).

VIII. INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Name	Address
President: Cherry D. Kinnunen	7140 Jasmin Drive New Port Richey, FL 34652

The above director is of full age and is a citizen of the United States of America.

IX. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is:

Cherry D. Kinnunen, President

7140 Jasmin Drive

New Port Richey, FL 34652

X. SALE OF STOCK

The stockholders may by By-Law provisions or by stockholders' agreement recorded in the Minute Book, impose such restrictions upon sale, transfer, or encumbrance of the stock of this corporation as they see fit.

XI. COMPENSATION

The Directors who are also officers of the corporation, are authorized to fix compensation for their services to be rendered as such officers.

XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

XIII. DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091 Florida Statutes, is named as agent of the corporation to accept service of process within this State, whose residence is at:

Cherry D. Kinnunen

7140 Jasmin Drive

New Port Richey, FL 34652

IN WITNESS WHEREOF, the undersigned subscriber does hereby
set his hand and seal this 3rd day of July, A.D. 1997.

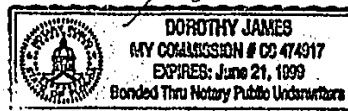
Cherry D. Kinnunen (SEAL)

State of Florida
County of Pasco

Before me, personally appeared Cherry D. Kinnunen to me well
known to be the individual described in, and who executed the
foregoing Articles of Incorporation, and acknowledged before me
that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State
named above this 3rd day of July 1997.

Dorothy James



**A SECRET GARDEN SPA., INC.
5807 MAIN STREET
NEW PORT RICHEY, FLA. 34652**

Fla. Dept. of State
Div. of Corp.
P.O. Box 6327
Tallahassee, Fla. 32314

FILED
97 JUL 16 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: A Secret Garden Spa, Inc.
Ref. Number: W97000015811

Dear Sir:

I hereby am familiar with and accept the duties and responsibilities as registered agent.

Sincerely,


Cherry D. Kinnunen