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NAME: SPA TRAVEL, INC.

AUDIT NUMBER.....H97000012191

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

6
ARTICLES OF INCORPORATION

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OF

SPA TRAVEL, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

SPA TRAVEL, INC.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of The United States and of the State of Florida. The corporation shall have all the powers vested in the corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Prepared:
R.J. Tarpening,
Vice President - Finance
Cosmyl, Inc.
4401 Ponce de Leon Blvd.
Coral Gables, Fl. 33146
305-446-5666

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ARTICLE V

The street address of the initial registered office of the corporation is 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146 and the initial registered agent of the corporation at that address is Robert J. Terpening.

ARTICLE VI

The corporation shall have no director(s) initially. The number of directors may be increased or diminished from time to time pursuant to the bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE IX

The name and street address of the incorporator signing these articles is Robert J. Terpening, 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146.

ARTICLE X

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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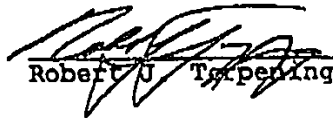
ARTICLE XI

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

ARTICLE XII

The principal place of business of the Corporation is 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146.

EXECUTED at Coral Gables, Florida, this 25th day of July 1997.


Robert J. Terperling

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STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared, ROBERT J. TERPENING, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of Spa Travel, Inc., acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 25th day of July 1997.



LILIA DIAZ
COMMISSION # CG 433089
EXPIRES JAN 11, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public, State of Florida

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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.

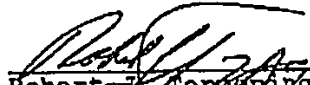
In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First that Spa Travel, Inc., desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at Miami, Dade
County, State of Florida, has named ROBERT J. TERPENING,
located at 4401 Ponce de Leon Blvd., Coral Gables, Florida
33146, 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 place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

by


Robert J. Terpening
(Registered Agent)

FILED

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STATE
OF FLORIDA

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