CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

97 JUL 28 PM 1:53

Dunedin Massage

Center, Inc.

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Foreign Corp. File	
L.C. File	
Fictitious Name File	
Name Reservation	
Merger File	
Art. of Amend. File	
RA Resignation	
Dissolution / Withdrawal	
Annual Report / Reinstatement	
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Certificate of Good Standing	
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ARTICLES OF INCORPORATION

97 JUL 28 PM 1:53

OF

DUNEDIN MASSAGE CENTER, INC.

ARTICLE I CORPORATE NAME

The name of this corporation is DUNEDIN MASSAGE CENTER, INC.

ARTICLE II NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV TERM OF EXISTENCE

The duration of this Corporation is perpetual.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 214 Scotland Street, Dunedin, Florida 34698, County of Pinellas, State of Florida. The initial registered agent of this Corporation is STACY GALLAGHER, 214 Scotland Street, Dunedin, Florida 34698, County of Pinellas, State of Florida and who is authorized to accept service of process within this state.

ARTICLE VI BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII INITIAL DIRECTOR

The name of the initial director of this Corporation and her street address is as follows:

STACY GALLAGHER 214 Scotland Street Dunedin, Florida 34698

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and is qualified, whichever occurs first.

ARTICLE VIII INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

STACY GALLAGHER 214 Scotland Street Dunedin, Florida 34698

ARTICLE IX AMENDMENT

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 stockholders' meeting by at least a majority of the stock entitled to vote, 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.

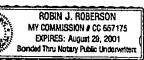
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 2204 day of July, 1997.

STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared STACY GALLAGHER, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the and day of July, 1997.

State of Florida at Large

My commission expires:



SEAL)

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

DUNEDIN MASSAGE CENTER, INC., having designated STACY GALLAGHER as its Registered Agent at the address located at 214 Scotland Street, Dunedin, Florida 34698, County of Pinellas, State of Florida, having been so named to accept service of process for said corporation at the place above indicated, does hereby accept the designation as Registered Agent and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

REGISTERED AGENT