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BARBARA SHERRILL, INC.
22161 Tallwood Court #706
Estero, Florida 33928

Barbara Sherrill
President

August 21, 1997

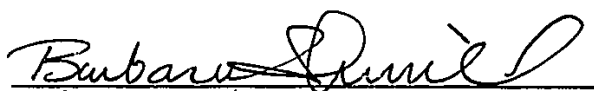
Florida Department of State
Office of Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

To whom it may concern,

Enclosed is our Articles of Incorporation for BARBARA SHERRILL, INC. an original and one copy. We have also enclosed our check in the amount of \$70.00 as the necessary fees for the filing of this corporation.

Thank you,


Barbara Sherrill
President

FILED
97 AUG 25 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
8/26/97

ARTICLES OF INCORPORATION
OF

BARBARA SHERRILL, INC.

FILED
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SECRET
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is BARBARA SHERRILL, INC.

ARTICLES II

Business

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

- (1) Message therapy.
- (2) Open for any type of business the corporation deems to be profitable.

ARTICLE III

Capital Stock

The maximum number of shares of stock authorized to be issued by this corporation is 1,000 shares of capital stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof to one vote at any stockholder's meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of such shares. They may be paid for in lawful money of the United State of America, or in property, labor, or services.

No holders of shares of any class of stock, now or hereafter authorized, shall have any right as such to purchase, subscribe for or otherwise acquire from the corporation any shares of its stock of any class or any securities convertible into shares of its stock, or any warrants or rights to subscribe for or purchase shares of its stock, whether now or hereafter authorized, except such rights as the Board of Directors in its absolute discretion may grant to such holders.

ARTICLE IV

Initial Capital

The corporation shall begin business with a paid-in capital of One Thousand Dollars (\$1,000.00).

ARTICLE V

Existence

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VI

Principal Office

The initial street address of the principal office of the corporation in this State will be 22161 Tallwood Court #706, Estero, Florida 33928. The Board of Directors may from time to time move the principal office to any other address in Florida and the corporation may have other offices, agencies, and branches at such places as may be determined by the Board of Directors.

Meetings of the stockholders and directors of the corporation, and the place or places for the holding of such meetings may be specified in the by-laws or by the Board of Directors.

ARTICLE VII

Board of Directors

The Board of Directors shall consist of not less than one nor more than three persons who shall be selected in the manner prescribed in the by-laws. The exact number of directors may be fixed by the by-laws or by the stockholders. Directors need not be stockholders of the corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their removal by the stockholders at any time with or without cause. the Board of Directors shall have complete charge of the business of the corporation and

shall have power to elect committees to the Board of Directors and to delegate to them, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable. The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued and to replace lost or destroyed certificates by a new issue.

The Board of Directors shall elect the officers of the corporation who shall consist of a President, Vice President, Secretary, and Treasurer and such other officers as the Board of Directors may deem advisable and shall determine the compensation of such officers, including those who may also be directors. None of these officers are required to be stockholders of the corporation. All such officers shall have such rank and tenure of office, powers, and other duties as may be prescribed by the by-laws of the Board of Directors by appropriate resolution.

ARTICLE VIII

Subscribers, Incorporators, and First Directors

The names and street addresses of the Subscribers, Incorporators, and First Members of the Board of Directors are:

- (1) Barbara Sherrill
22161 Tallwood Court #706
Estero, Florida 33928

ARTICLE IX

Conflict of Interest

No contract of other transaction between the corporation and any other corporation shall be effected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is or are a director or directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be effected or invalidated by the fact that any one or more directors of this corporation is a part to, or are parties to, or interested in such contract or transaction, provided that in each such case the nature and extent of the interest of such director or directors in such contract or other transaction or the fact that such director or directors is or are a director or directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE X

Indemnification

The corporation shall indemnify every person who is serving as an officer, director, employee, or agent of the corporation, or at its

request, of any other corporation of which it is a stockholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes, subject to the limitations on and conditions of such indemnification shall not effect any other rights to which such person may be entitled.

IN WITNESS WHEREOF , I have hereunto set my hand and seal
this 21 day of August, 1997.

Barbara Sherrill
Barbar Sherrill

STATE OF FLORIDA

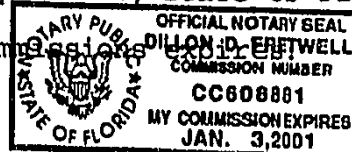
COUNTY OF LEE

I HEREBY CERTIFY that before me, the undersigned authority,
this day personally appeared Barbara Sherrill to me known and
known to me to be the person(s) described in and who subscribed
to the forgoing Articles of Incorporation, and who acknowledged
to me that they executed the same freely and voluntarily for the
uses and purposes therein expressed.

WITNESS my hand and official seal at Fort Myers, Florida.
This 21 day of August, 1997.

Dillon D. Ertwell
Notary Public, State of Florida

My commission expires



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

BARBARA SHERRILL, INC.

Desiring to organize upon the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation in the City of Estero, County of Lee, State of Florida,
has named Barbara Sherrill located at 22161 Tallwood Court #706,
Estero, Florida 33928, City of Estero, County of Lee, State of
Florida, as its agent to accept service of process within this
state.

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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 provisions of said Act relative to keeping open said business.

By


Barbara Sherrill
(Residing Agent)

FILED
97 AUG 25 PM 2:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE