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COMPUTER LAW
CORPORATION AND
BUSINESS LAW
COPYRIGHTS & TRADEMARKS
LICENSING & FRANCHISING
ENTERTAINMENT LAW
CONTRACT LAW

September 15, 1997

Secretary of State
Florida Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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-09/17/97--01043--005
*****70.00 *****70.00

Re: MARLENE'S DAY SPA, INC.

Dear Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned Florida Corporation. Also enclosed is a check in the amount of \$70.00 representing payment of the following:

Filing Fee: \$35.00
Registered Agent Fee: \$35.00

Please file the enclosed Articles of Incorporation and return a copy stamped filed to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

David R. Ellis

David R. Ellis

DRE:jm

Enclosures

FILED
97 SEP 17 AM 8:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/18/97

ARTICLES OF INCORPORATION
OF
MARLENE'S DAY SPA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:
MARLENE'S DAY SPA, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or 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 have outstanding at any time is: 10,000 shares of common stock with a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
97 SEP 17 AM 8:47
FILED

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

1260 West Bay Drive
Suite A
Pinellas County
Largo, Florida 33770

and the name of the initial registered and resident agent of this Corporation at that address is Marlene A. Lyon.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

1260 West Bay Drive
Suite A
Pinellas County
Largo, Florida 33770

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Marlene A. Lyon
1260 West Bay Drive
Suite A
Largo, Florida 33770

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles is as follows:

Marlene A. Lyon
1260 West Bay Drive
Suite A
Largo, Florida 33770

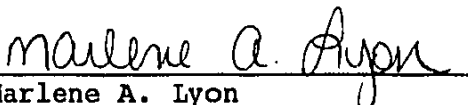
ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

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 a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

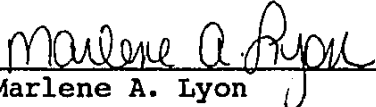
IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on September 12, 1997


Marlene A. Lyon

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

September 12, 1997


Marlene A. Lyon

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TALLAHASSEE, FLORIDA