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10/03/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOHNNY C. RODRIGUEZ

PHONE: (305)672-0686

- LWR

FAX #: (305)672-9110

NAME: NU-BATH, INC.

AUDIT NUMBER.....H97000016505

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

CERT. OF STATUS..1

PAGES.....

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Nu-Bath, Inc.

EFFECTIVE DATE

10-3-97

Article II. Address

The mailing address of the Corporation is:
Nu-Bath, Inc.
222 Rio Mar Drive
Port St. Lucie FL 34952

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA
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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Richard L. Brown
2910 Cardinal Drive, Suite A
Vero Beach FL 32963

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Michael Cusimano

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Richard L. Brown | FL Bar Member 989721
Brown & Wilkinson, P.A.
2910 Cardinal Drive, Suite A
Vero Beach FL 32963
561-231-1777

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

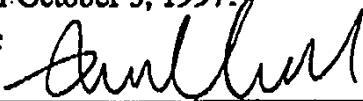
The name and address of the incorporator is:

Richard L. Brown
Brown & Wilkinson, P.A.
2910 Cardinal Drive, Suite A
Vero Beach FL 32963

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 3, 1997.

The undersigned incorporator executed these Articles of Incorporation on October 3, 1997.



RICHARD L. BROWN
by L.A. Uriarte as attorney-in-fact

Richard L. Brown | FL Bar Member 989721
Brown & Wilkinson, P.A.
2910 Cardinal Drive, Suite A
Vero Beach FL 32963
561-231-1777

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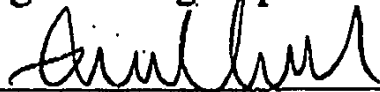
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
Nu-Bath, Inc.

REGISTERED AGENT/OFFICE:
Richard L. Brown
2910 Cardinal Drive, Suite A
Vero Beach FL 32963

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RICHARD L. BROWN
by L.A. Uriarte as attorney-in-fact

Date: October 3, 1997

Richard L. Brown | FL Bar Member 989721
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