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Louis Jerry Cohn, P.A.

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Admitted to Florida Bar and
United States Claims Court

September 30, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: South Florida Therapeutic Massage, Inc.

100002312761--5
-10/06/97--01118--010
*****70.00 *****70.00

Dear Sir or Madam:

I am enclosing herewith an original copy of the Articles of Incorporation including the Statement of Designation of Registered Agent for the above-named proposed corporation. Additionally, a check in the amount of \$70.00 is enclosed which represents the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Total	\$70.00

Please file the original of the enclosed Articles of Incorporation sending acknowledgement to the undersigned in the self addressed stamped envelope provided.

Thank you for your prompt attention to this matter.

Very truly yours,


L. Jerry Cohn, Esq.

LJC:kmt
enc.

FILED
97 OCT -6 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-m 10/7/97

FILED

97 OCT -6 AM 11: 02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA THERAPEUTIC MASSAGE, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

SOUTH FLORIDA THERAPEUTIC MASSAGE, INC.

ARTICLE II - CORPORATE DURATION

The corporation shall commence to be in existence upon the filing of these Articles of Incorporation by the Department of the State of Florida and the term of existence shall be perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to perform massage therapy in the State of Florida.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares that the corporation shall have authority to issue is 100 shares, all of which shall be common shares with individual par value of \$1.00.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation".

ARTICLE V - TAX ELECTION

This Corporation, within the time provided for by law, shall make a Subchapter "S" election pursuant to section § 1362(a) of the Internal Revenue Code of 1986, as amended. No person may become a shareholder of this corporation unless the consent to this election and are not otherwise unqualified to so elect. The article shall be ineffective if one hundred (100%) percent of the shareholders affirmatively decline the section § 1326(a) election.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be **LOUIS JERRY COHN, P.A.**, 4300 N. University Drive, Suite B-104, Lauderhill, Florida, 33351. The name of the initial registered agent at that address shall be **L. JERRY COHN, ESQ.**

ARTICLE VII - DIRECTORS

The initial Board of Directors of the Corporation shall consist of one member:

RISE J. RYAN
2298 N.W. 2nd Avenue
Suite 18
Boca Raton, Florida 33431

ARTICLE VIII - PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be:

2298 N.W. 2nd Avenue
Suite 18
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of October, 1997.

Rise J. Ryan
RISE J. RYAN

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared **RISE J. RYAN** known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above named person: personally known to me, and that an oath was not taken.

Witness, my hand and official seal in the County and State last aforesaid this 1ST day of October, A.D. 1997.

Louis Jerry Cohn
Notary Signature



Louis Jerry Cohn
My Commission CC689024
Expires Sep. 29, 2000

My Commission Expires:

LOUI'S JERRY COHN
Printed Name of Notary

**STATE OF FLORIDA
DEPARTMENT OF STATE**

The following is submitted, in compliance with Chapter 48.091, Florida Statutes.


SOUTH FLORIDA THERAPEUTIC MASSAGE, INC.

A corporation organizing under the laws of the State of Florida with its principal office located at 2298 N.W. 2nd Avenue, Suite 18, Boca Raton, Florida, 33431, has named **L. JERRY COHN, ESQ.**, located at **LOUIS JERRY COHN, P.A.**, 4300 N. University Drive, Suite B-104, Lauderhill, Florida, 33351, as its agent to accept service of process within this State.

NAME	TITLE	SPECIFIC ADDRESS
RISE J. RYAN	President	2298 N.W. 2nd Avenue Suite 18 Boca Raton, Florida 33431

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at above Florida designated address) in some conspicuous place in the office as required by Law.



L. JERRY COHN, ESQ.

LOUIS JERRY COHN, P.A.
4300 N. University Drive
Suite B-104
Lauderhill, FL 33351

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