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Roy W. Foxall, P.A.

Attorney at Law

SunTrust Financial Center
12730 New Brittany Blvd., Suite 409
Fort Myers, Florida 33907

(941) 939-1819 Fax (941) 939-1696

November 11, 1997

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Seated Massage Services, Inc.

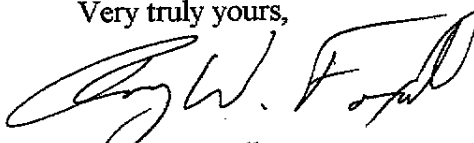
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*****70.00 *****70.00

To whom it may concern:

Enclosed please find one original and one copy of Articles of Incorporation as well as a check in the amount of \$70.00. Please file the enclosed original and send a stamped, uncertified copy to the above-address.

Thank you for your time and consideration.

Very truly yours,


Roy W. Foxall

RWF:kjg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 4:17

11-17-97
WS

ARTICLES OF INCORPORATION
OF
SEATED MASSAGE SERVICES, INC.

The undersigned incorporators hereby form a corporation for profit under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

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SECRETARY OF CORPORATIONS
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ARTICLE I. NAME

The name of the corporation shall be:

SEATED MASSAGE SERVICES, INC.

The address of the principal office of this corporation shall be 13160 Kings Point Drive, Apt. 8, Fort Myers, Florida 33919, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of rendering massages. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10 shares of zero par value common stock.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12730 New Brittany Boulevard, Suite 409, Fort Myers, Florida 33907, and the name of the initial registered agent of the corporation at that address is Roy W. Foxall, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Paul J. Prudhomme	13160 Kings Point Drive, Apt. 8
Dir./Pres./Sec./Treas.	Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

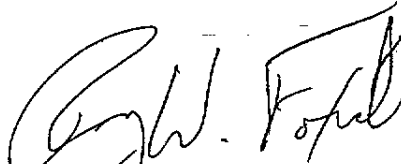
Paul J. Prudhomme
13160 Kings Point Drive, Apt. 8
Fort Myers, Florida 33919

IN WITNESS WHEREOF, the undersigned hereunto set his hand and seal on November 11, 1997.


PAUL J. PRUDHOMME

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Roy W. Foxall, Esq., having a business office listed above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


ROY W. FOXALL