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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 624576 129149A

AUTHORIZATION : *Rubeo. P. 12/5*

COST LIMIT : \$ 122.50

ORDER DATE : December 5, 1997

ORDER TIME : 2:36 PM

ORDER NO. : 624576-005

200002364662--100

CUSTOMER NO: 129149A

CUSTOMER: Allen T. Rubeo, Esq
ALLEN T. RUBEO, ESQ

1036 Euclid Avenue

Miami Beach, FL 33139

DOMESTIC FILING

NAME: O2 SALON & SPA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

97 DEC -5 PM 3:01

RECEIVED

97 DEC -5 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dmc
12-8-97

FILED

97 DEC -5 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
O₂ Salon & Spa, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

O₂ Salon & Spa, Inc.

The address of the principal office of this corporation shall be 846 Lincoln Road, 3rd Floor, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any 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 at any one time is 2,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 1036 Euclid Avenue, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation is Allen T. Rubeo.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officers and one directors, initially. The name and address of the initial officer and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Marlon Midget
Dir./Pres..

135 Ocean Drive
Miami Beach, FL 33139

ARTICLE VII. INCORPORATOR

The name and street address of the sole incorporator to these Articles of Incorporation is: Allen T. Rubeo. 1036 Euclid Avenue, Miami Beach, FL 33119.

IN WITNESS WHEREOF, the undersigned has set his hand on December 4, 1997.

Allen T. Rubeo
Allen T. Rubeo
Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Allen T. Rubeo, a resident of the City of Miami Beach, County of Dade, State of Florida, having a business office identical with the registered office of the corporation named 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.

Allen T. Rubeo
Allen T. Rubeo