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Requestor's Name

Marie A. Duvall, 421 Golfview Drive, Naples,

Florida 34110.

City/State/Zip

Phone #

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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97 DEC 15 PM 12:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

12-16-97
ygm

ARTICLES OF INCORPORATION

OF

"SPA WORLD, Inc."

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office

The name of this corporation shall be: **SPA WORLD, Inc.**, and the principal place of business and mailing address of this corporation shall be: 3780 Arnold Avenue, Naples, Florida 34104.

ARTICLE II

Duration

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

Capitalization

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: Number of Shares Authorized - 100; Par Value Per Share - \$1.00; and Class of Stock - Common.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rate share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V
Initial Registered Office and Agent

The initial principal office of this corporation shall be at 3780 Arnold Avenue, Naples, Florida 34104, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent shall be Dick W. Mount, Esq., Johnson & Mount, 6736 Lone Oak Boulevard, Naples, Florida 34109.

ARTICLE VI
Incorporator

The name and address of the Incorporator is Marie A. Duvall, 421 Golfview Drive, Naples, Florida 34110.

ARTICLE VII
Director Conflict of Interest

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

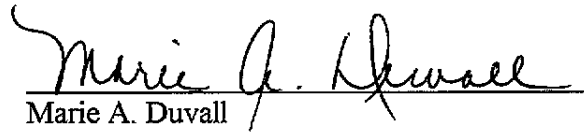
ARTICLE VIII
No Shareholder Liability

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX
Indemnification

This corporation shall indemnify its officers, directors, and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 10th day of December 1997.


Marie A. Duvall

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with the laws of the State of Florida, the following is submitted:

SPA WORLD, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3780 Arnold Avenue, Naples, Florida 34104, has named Dick W. Mount, Esq., Johnson & Mount, 6736 Lone Oak Boulevard, Naples, Florida 34109, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: December 7, 1997



Dick W. Mount

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