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EFFECTIVE DATE
01-02-98

1/07/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: PROFESSIONAL MASSAGE SERVICES, INC.
AUDIT NUMBER.....H98000000334
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
of
PROFESSIONAL MASSAGE SERVICES, INC.

I, the undersigned incorporator, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

EFFECTIVE DATE
01-02-98

ARTICLE I. NAME

The name of the corporation is: **PROFESSIONAL MASSAGE SERVICES, INC.**

The principal place of business and the mailing address of this corporation shall be 626 Marsh Landing Parkway, Suite 203, Jacksonville Beach, Florida 32250.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 per value per share.

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Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VII. DIRECTORS

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME

ADDRESS

WILLIAM TARBART
Director

626 Marsh Landing Parkway
Suite 203
Jacksonville Beach, Florida 32250

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ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

LOWELL WOOD
President, Secretary

626 Marsh Landing Parkway
Suite 203
Jacksonville Beach, Florida 32250

ARTICLE IX. FREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at which it is offered to others.

ARTICLE X. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is: Lowell Wood,

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625 Marsh Landing Parkway, Suite 203, Jacksonville Beach, Florida 32250.

ARTICLE XII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: Aelion & Loren, P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

ARTICLE XIII. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such as the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claims, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding may be paid by the corporation in advance of the final disposition of such proceedings.

Dated this 2 day of JANUARY, 1998.



LOWELL WOOD, President

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STATE OF FLORIDA

COUNTY OF Duval

)
) SS:
)

BEFORE ME, the undersigned Notary Public, personally appeared
Lowell Wood, who produced driver's license as
identification and/or is well known to be the person described in and who executed the foregoing
Articles of Incorporation, as President of PROFESSIONAL MASSAGE SERVICES, INC., and,
upon oath, acknowledged before me, that he made and subscribed the same for the purposes
therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at
Tal, Fl. Duval County, Florida, this 2nd day of January,
1998.

Angela Bratton
Notary Public

My Commission Expires:



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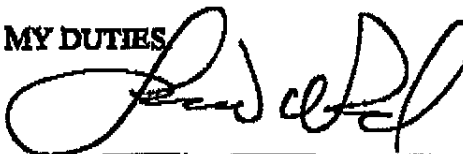
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM,
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING SUBMITTED:

FIRST – PROFESSIONAL MASSAGE SERVICES, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 626 MARSH LANDING PARKWAY, SUITE 203,
JACKSONVILLE, FLORIDA 32250 HEREBY NAMES ALLEN ALMAND, AT 10192 SAN
JOSE BOULEVARD, JACKSONVILLE, FLORIDA 32257, AS REGISTERED AGENT


LOWELL WOOD

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


LOWELL WOOD
REGISTERED AGENT
DATED: JAN 2, 1998

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