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January 28, 1998

Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32399

ATTENTION: NEW FILING SECTION

RE: CORPORATION - "SECOND WAVE MASSAGE AND BODYWORK, INC."

TO WHOM IT MAY CONCERN:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named corporation, together with our check payable to DEPARTMENT OF STATE in the amount of \$131.25 covering the following:

Filing Fee and Designation of	
Registered Agent	\$70.00
Certified Copy	52.50
Status Report	8.75

We would appreciate your filing this corporation as soon as possible and enclose Return UPS envelope and billing label for your use. Thank you for your assistance in this matter.

Sincerely yours, 300002417533--0

HERBERT M. WEBB, P.A. -01/30/98--01086--015
****131.25 ****131.25

By Herbert M. Webb / cw
Herbert M. Webb

c: \ltr-corp.fil

Carolyn J. Batty
2-3-98

FILED
98 JAN 30 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SECOND WAVE MASSAGE AND BODYWORK, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: SECOND WAVE MASSAGE AND
BODYWORK, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage
in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue
and have outstanding at any one time is 100 shares of common stock with par value of \$1.00.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these

articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

TIM DARWIN
4509 NW 23rd Avenue, Suite 9
Gainesville, Florida 32606

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI - INITIAL ADDRESS OF PRINCIPAL OFFICE

The initial mailing address and principal place of the business of the corporation shall be:

SECOND WAVE MASSAGE AND BODYWORK, INC.
4509 NW 23rd Avenue, Suite 9
Gainesville, Florida 32606

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by Bylaws adopted by the stockholders, but shall never be less than one. The names and street address of the director is:

TIM DARWIN
4509 NW 23rd Avenue, Suite 9
Gainesville, Florida 32606

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX. PREEMPTIVE 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 pro rata share thereof at the price at which it is offered to others.

ARTICLE X. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.


ARTICLE XI. INDEMNIFICATION

This Corporation shall indemnify any officer, or director, or any former director or officer, to the full extent permitted by law.

ARTICLE XII. SUBSCRIBER

The name and street address of the person signing these Articles of Incorporation is:

TIM DARWIN
4509 NW 23rd Avenue, Suite 9
Gainesville, Florida 32606



TIM DARWIN
Subscriber/Director

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, a Notary Public, personally appeared TIM DARWIN, to me known to be the person described as Subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 28 day of January, 1998.

Carolyn Whitmire
Notary Public, State of Florida
Carolyn Whitmire
(Name of officer taking acknowledgement - typed, printed or stamped)
Title or Rank _____
Serial number, if any _____



CAROLYN WHITMIRE
MY COMMISSION # CC473549 EXPIRES
July 2, 1999
BONDED THRU TROY FAIR INSURANCE, INC.



CAROLYN WHITMIRE
MY COMMISSION # CC473549 EXPIRES
July 2, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

THIS INSTRUMENT PREPARED BY
HERBERT M. WEBB, ESQUIRE
4400 NORTHWEST 23RD AVENUE, SUITE "E"
GAINESVILLE, FLORIDA 32606

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


In compliance with Section 48.09, Florida Statutes, the following is submitted:

That SECOND WAVE MASSAGE AND BODYWORK, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, Gainesville, County of Alachua, State of Florida, has named TIM DARWIN, located at 4509 NW 23rd Avenue, Suite 9, Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

The undersigned is familiar with and accepts the duties and responsibilities as registered agent.


TIM DARWIN
Registered Agent

98 JAN 30 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED