

f j r business services, inc.

12651 South Dixie Highway
Suite 209, South Park Centre
Miami, Florida 33156-5975

Tel: (305) 254-4555
Fax: (305) 254-0505

P980000013836

February 5, 1998

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

8000002427639-1
-02/11/98-01065-014
****122.50 ****122.50

Re: Spa Promotions, Inc.

On behalf of our client, we are forwarding the following:

1. Articles of Incorporation
2. Our check in the amount of \$ 122.50

Please process the Articles of Incorporation and return the filing acknowledgement to:

F.J.R. Business Services, Inc.
Attention: James Riegler
12651 South Dixie Highway
South Park Centre, Suite 209
Coral Gables, Florida 33156-5975

Thank your for your kind assistance.

FILED
98 FEB 11 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/11/98-T.M.

ARTICLES OF INCORPORATION

OF

SPA PROMOTIONS, INC.

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

ARTICLE I

The name of the Corporation shall be:

Spa Promotions, Inc.

ARTICLE II

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

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 Shares Common Stock - \$1.00 par value

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration shall have been paid.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall not be less than One hundred (\$100.00) Dollars.

ARTICLE V

This Corporation shall commence its existence on the date of filing and shall have perpetual existence thereafter unless sooner dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at:
12659 South Dixie Highway, Box 124, Miami, Florida 33156.
Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

The name and address of the registered agent of this Corporation is:

James Riegler	9002 Southwest 152nd Street
	Miami, Florida 33157

ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than two (2), to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office address of the first Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successors are duly elected and qualified are:

Victoria Caliendo	12659 South Dixie Highway
	Box 124
	Miami, Florida 33156

ARTICLE IX

The name and post office address of the officers of the Corporation are as follows:

Victoria Caliendo	12659 South Dixie Highway
President	Box 124
	Miami, Florida 33133

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

Victoria Caliendo 12659 South Dixie Highway
Box 124
Miami, Florida 33156

ARTICLE XI

This Corporation shall indemnify any officer or director of any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.


ARTICLE XIV

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 or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

ARTICLE XV

The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person in Article X above, and in evidence of her wish to form this Corporation, does hereunto subscribe her name, this 6th day of February, 1998.


Victoria Caliendo
President

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Victoria Caliendo, who is personally known to me and who did not take an oath and whose name is signed on the foregoing Certificate of Incorporation of Spa Promotions, Inc. and is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that she executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 6th day of February, 1998.

My Commission Expires:

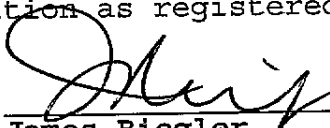


JAMES RIEGLER
My Commission CC505393
Expires Oct. 25, 1999


Notary Public


Printed Name of Notary

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James Riegler

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98 FEB 11 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA