

2/23/98

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FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: THE SPA RESOURCE GROUP

AUDIT NUMBER.....H98000003546

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 24, 1998

EMPIRE

SUBJECT: THE SPA RESOURCE GROUP  
REF: W98000003918

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H98000003546  
Letter Number: 098A00010310

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ARTICLES OF INCORPORATION

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of

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THE SPA RESOURCE GROUP, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is The Spa Resource Group, Inc.  
1305 NE 23rd Avenue Suite 2, Pompano Beach, FL 33062

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting  
any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand  
(10,000) shares of One Dollar (\$1.00) par value common  
stock.

ARTICLE V - 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 (as nearly as may be  
done without issuance of fractional shares) at the price at  
which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this  
corporation is 1305 NE 23rd Avenue Suite 2, Pompano Beach, FL 33062  
and the name of the initial registered  
agent of this corporation at that address is Judith Singer.  
Stanley S. Feinerman, Enrolled Agent (954) 462-6045  
790 E. Broward Blvd. Ste 302  
Ft. Lauderdale, FL 33301.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name:

Address: Judith L. Singer  
303 N. Riverside Drive #102  
Name: Pompano Beach, FL 33062

Address: Patricia Monteson  
303 N. Riverside Drive #101  
Pompano Beach, FL 33062  
ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Judith L. Singer, 303 N. Riverside Drive #102, Pompano Beach, FL 33062.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd Day of February 1998.

Judith L. Singer, President

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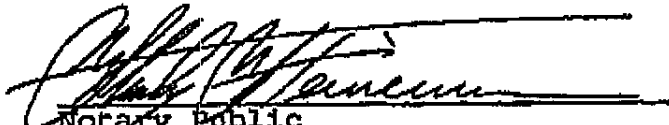
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STATE OF FLORIDA:

COUNTY OF Broward

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Judith L. Singer known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 23rd Day of February, 1998.

  
Notary Public  
State of Florida at Large:



Stanley B. Feltham  
MY COMMISSION & CESSSES EXPIRES  
March 18, 2000  
BONDED BY THE FARM INSURANCE, INC.

NOTARY CHECK ONE:

- ☒ PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.  
( ) PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING  
FORM OF IDENTIFICATION:

Type: \_\_\_\_\_

Serial No.: \_\_\_\_\_

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

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that THE SPA RESOURCE GROUP, INC.  
desiring to organize under the laws of the State of Florida  
with its principle office, as indicated in the Articles of  
Incorporation at the City of Pompano Beach County  
of Broward State of  
Florida has named Judith L. Singer  
located at 1905 NE 23rd Avenue Suite 2, Pompano Beach, FL 33062  
County of Broward, State of Florida, as its  
agent to accept service of process within the state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said Act relative to keeping open said office.

By: Judith L. Singer

Registered Agent

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