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4/03/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FLORIDA INCORPORATORS, INC.
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NAME: GARDEN OF EDEN SPAS, INC.

AUDIT NUMBER.....H98000006520

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

CERT. OF STATUS..0

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE FLORIDA

B. McKnight APR 06 1998

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Articles Of Incorporation

Of

Garden of Eden Spas, Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation Garden of Eden Spas, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 350-5221

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Jason Cohen
2585 N.W. 80th Avenue
Margate, FL 33063

Jodee Cohen
2585 N.W. 80th Avenue
Margate, FL 33063

SEVENTH: The name and address of the incorporator is:

Mark Hankins
701 Brickell Key Blvd. #604
Miami, FL 33131

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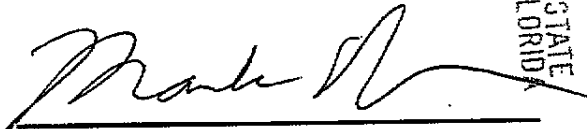
EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Florida Incorporators, Inc.
1221 Brickell Avenue, Suite 900
Miami, FL 33131

NINTH: The mailing address and principal office of the corporation is:

Garden of Eden Spas, Inc.
2585 N.W. 80th Avenue
Margate, FL 33063

DATED: April 3, 1998



MARK HANKINS
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 
MARK HANKINS, President