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TEXESX98 FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (850)385-6735  
(850)561-1025

FAX #:

NAME: SPA TECHNOLOGIES INTERNATIONAL OF FLORIDA, C AUDIT  
NUMBER.....H98000006654 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS...0 PAGES..... 3 CERT. COPIES.....0  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

SPA TECHNOLOGIES INTERNATIONAL OF FLORIDA, CORP.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be: SPA TECHNOLOGIES INTERNATIONAL OF FLORIDA, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 6500 Northwest 12th Avenue, Unit 114, Fort Lauderdale, Florida 33309.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Jorge Blau, 6500 Northwest 12th Avenue, Unit 114, Fort Lauderdale, Florida 33309.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Jorge Blau, 6500 Northwest 12th Avenue, Unit 114, Fort Lauderdale, Florida 33309.

ARTICLE VI INITIAL OFFICERS

The names and addresses of the initial officers of the corporation until election of the first annual election of officers are as follows:

President:	Dan Fryda 6500 Northwest 12 Ave., #114 Fort Lauderdale, Florida 33309
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WALTER B. SCHNEIDER, ESQ.  
321 Southeast 15 Avenue  
Ft. Lauderdale, FL 33301  
954-467-2000  
FLA BAR NO. 0065668

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Vice President: Jorge Blau  
6500 Northwest 12 Ave., #114  
Fort Lauderdale, Florida 33309

IN WITNESS WHEREOF, I, have hereunto set my hand and  
seal this 1<sup>st</sup> day of April, 1998.

Jorge Blau (SEAL)  
JORGE BLAU

STATE OF  
COUNTY OF

The foregoing instrument was acknowledged before me this  
1<sup>st</sup> day of April, 1998 by JORGE BLAU  
who is (personally known to me) (or who has produced)  
\_\_\_\_\_ (as identification)

Leslie C. Kubelka  
(Signature of Person Taking Acknowledgment)

LESLIE C. KUBELKA  
(Name of Acknowledger Typed, Printed or  
Stamped)

My Commission Expires: 10/17/99

Commission No. CE-702966

(NOTARY SEAL)



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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is SPA TECHNOLOGIES INTERNATIONAL OF FLORIDA, CORP.

2. The name and address of the registered agent and office is: Jorge Blau, 6500 Northwest 12 Avenue, Unit #114, Fort Lauderdale, Florida 33309.

SIGNATURE: 

Title Vice President/Incorporator

Date 04/04/98

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 PROVISION 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.

  
JORGE BLAU  
Registered Agent

DATE: April 1st, 19 98

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