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BROWN CLARK

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Carolyn F. McDevitt
Douglas E. Polk
Geoffrey F. Rice

April 20, 1998

Additional Jurisdictions:
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Geoffrey F. Rice - IL

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Board Certified Business Litigation Attorney
** Board Certified Workers'
Compensation Attorney

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

REPLY TO:
Sarasota

Re: Articles of Incorporation
Golden Door Day Spa, Inc.

300002496273--8
-04/22/98--01035--007
****122.50 ****122.50

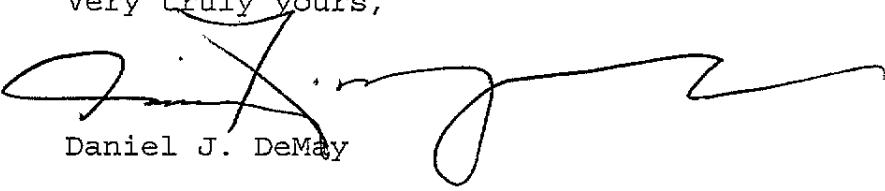
To Whom it may concern:

Please find enclosed herewith an original and one copy of the duly executed Articles of Incorporation for GOLDEN DOOR DAY SPA, INC., together with a check in the amount of \$122.50.

Please file the Articles, assign a Document Number, and provide the undersigned with proof of filing.

Thank you for your assistance with this matter.

Very truly yours,


Daniel J. DeMay

DJD/
Enclosures
cc: Golden Door Day Spa, Inc.

FILED
98 APR 22 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 23 1998

**ARTICLES OF INCORPORATION
of**

GOLDEN DOOR DAY SPA, INC.

THE UNDERSIGNED SUBSCRIBER TO these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be **Golden Door Day Spa, Inc.**

ARTICLE II

Principal Office and Mailing Address

The initial physical address and mailing address of the principal office of this corporation shall be as follows, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida or in foreign countries:

5001 Northwest 34th Street, Suite C
Gainesville, Florida 32605-1190

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence unless sooner dissolved pursuant to law.

ARTICLE VI

Registered Office and Registered Agent

The initial Registered Office and the initial Registered Agent of this corporation shall be as follows; provided, however, that this corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law:

Daniel J. DeMay
1819 Main Street, Suite 1100
Sarasota, Florida 34236-5926

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the

stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until her successor has been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Cindy L. DeMay	5001 Northwest 34th Street, Suite C Gainesville, Florida 32605-1190

ARTICLE IX

Initial Officer

The name and address of the initial officer of this corporation shall be as follows; provided, however, that this corporation shall have the right to change such officers from time to time, as provided by law:

President / Secretary / Treasurer

Cindy L. DeMay
5001 Northwest 34th Street, Suite C
Gainesville, Florida 32605-1190

ARTICLE X

Bylaws

A. The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

B. The bylaws of this corporation shall be for the government of this corporation and may contain any provision or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes therein stated.

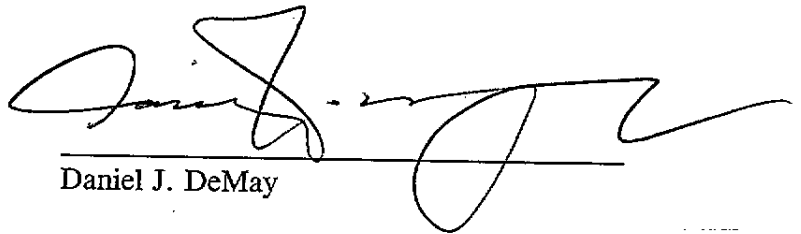
DATE: 4-13-98

Cindy L. DeMay
Cindy L. DeMay

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

IN CONFORMANCE WITH §§ 48.091 and 607.0505, Florida Statutes, the undersigned, having been named as Registered Agent to accept service of process for the above-named corporation, at the Registered Office designated in these Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the aforementioned statutes.

DATED THIS 8th day of April, 1998.



Daniel J. DeMay

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98 APR 22 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA