

P98000056364

Law Offices  
Michael S. Hacker  
Suite 3800  
First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2310  
16 June, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 11:19

Admitted to Practice:

U.S. Supreme Court  
State of Florida  
District of Columbia

U.S. District Courts:

Florida  
Arizona  
Arkansas  
Illinois  
Wisconsin  
Pennsylvania  
Indiana  
Nebraska  
Washington, D.C.

U.S. Courts of Appeal:

San Francisco, California  
Washington, D.C.  
Chicago, Illinois  
Atlanta, Georgia  
New Orleans, Louisiana  
New York, New York  
Denver, Colorado  
Cincinnati, Ohio  
St. Louis, Missouri  
Richmond, Virginia  
Philadelphia, Pennsylvania  
Boston, Massachusetts

U.S. Tax Court

U.S. Customs Court

U.S. Court of Claims

U.S. Military Appeals Court

U.S. Veterans Appeals Court

U.S. International Trade Court

Secretary of State  
Division of Corporations  
Tallahassee, Florida 32314

Re: Articles of Incorporation

SKORUDE CORPORATION

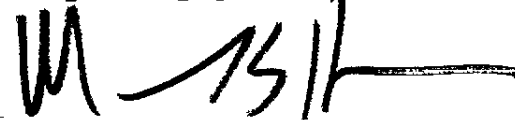
Dear Sirs:

Enclosed herewith please find our  
Articles of Incorporation.

Please issue a charter and send a  
certified copy of same back to these offices.

We enclose herewith your fee in the  
amount of \$122.50 for the above services.

Very truly yours,



MICHAEL S. HACKER

MSH:j  
encs.

Litigation  
International

Telephone:  
(305) 371-4286

Telefax:  
(305) 371-4288

Automobile:  
(305) 965-1400

300002568033--8  
-06/22/98--01089--007  
\*\*\*\*122.50 \*\*\*\*122.50

D. BROWN JUN 24 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 11:19

ARTICLES OF INCORPORATION

OF

SKORUDE CORPORATION

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

SKORUDE CORPORATION

ARTICLE II

The general nature of the business and the objects and purposes of this Corporation are as follows:

1. To provide health and spa facilities providing alternative therapy treatments.

2. To guarantee the payment of dividends or interest on any shares, stocks or debentures or the securities issued, or any other contracts or obligations of this Corporation described as aforesaid whenever proper or necessary for the business of the corporation; provided the required authority be first obtained; always subject to the limitations herein prescribed.

3. To acquire by purchase or otherwise own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed.

4. To further do and perform and cause to be done or performed, each, any and all of the acts and things insofar as the same may be incidental to or included in any or all of the general powers given. Provided that the various powers above enumerated shall be exercised by the said Corporation only in the manner and to the extent that the same may be authorized.

5. The said Corporation may perform any part of its business outside the State of Florida in other States or Colonies of the United States and Foreign Countries.

#### ARTICLE III

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 500 shares, no par-value stock.

#### ARTICLE IV

The amount of capital with which this Corporation will begin business is FiveThousand (\$5,000.00) Dollars.

#### ARTICLE V

The Corporation shall have a perpetual existence.

ARTICLE VI

The initial post office address of the principal place of business of this Corporation in the State of Florida is: 330 West 51 Street, Hialeah, Florida.

ARTICLE VII

This Corporation shall have one (1) Director initially. The number of Directors may increase or diminish from time to time by bylaws adopted by the stockholders but shall never be less than one.

ARTICLE VIII

The name(s) and post office address(es) of the First Board of Directors(s) of this Corporation shall be:

NANCY SKORUDE

330 West 51 Street  
Hialeah, Florida 33012

The name(s) and post office address(es) of the Officers of this Corporation shall be:

NANCY SKORUDE  
President/Secretary  
Treasurer

330 West 51 Street  
Hialeah, Florida 33012

ARTICLE IX

The name and post office address of each subscriber and the number of shares of stock which each agree to take therefor are:

NANCY SKORUDE

330 West 51 Street    500 Shares  
Hialeah,  
Florida 33012

ARTICLE X

The Corporation shall have the further right and power to:

1. From time to time to determine the time and place that the books of this Corporation shall be open for inspection.

2. The Corporation may in its bylaws, confer powers upon its Board of Directors or Officers in addition to the power authorized and expressly conferred by statute.

3. All Stockholders and Directors shall have power, as the bylaws so provide, to hold their respective meetings at such places as may from time to time be designated by the Board of Directors; and to have one or more officers within or without the State of Florida to keep the books of the Corporation (subject to the provisions of the Statutes) outside of the State of Florida.

4. The Corporation reserves the right to amend, alter,



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

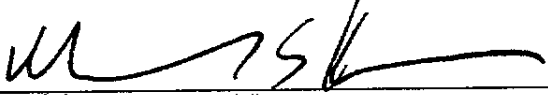
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 11:19

Pursuant to Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First -- That -- SKORUDE CORPORATION,  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of  
Incorporation at Miami, Dade County, Florida, has named  
MICHAEL S. HACKER, Esq., Law Offices, Michael S. Hacker,  
Suite 3800, 200 South Biscayne Boulevard, Miami, Florida  
33131, as its agent to accept service.

A C K N O W L E D G M E N T:

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 provision of said Act relative to  
keeping open said office.

  
MICHAEL S. HACKER  
Registered Agent