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TRANSMITTAL LETTER

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

200002593322--5
-07/20/98--01036--008
*****70.00 *****70.00

SUBJECT: JOHNNY ON THE SPA-T, INC.

Enclosed is an original and one copy of the Articles of
Incorporation and our check for \$70.00. Please return to us a
stamped copy of the Articles.

Gordon H. Hoffmann
17355 SW 8th Street
Pembroke Pines, FL 33029
(305) 880-2320

FILED
58 JUL 20 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
7-22-96
5

ARTICLES OF INCORPORATION
OF
JOHNNY ON THE SPA-T, INC.

FILED
19 JUL 20 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the corporation shall be: JOHNNY ON THE SPA-T, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The corporation may engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

The number of shares of stock that this corporation is authorized to issue shall be: one-hundred (100) shares common, in one class only, each having a par value of one-dollar (\$1.00) per share.

The corporation shall have the power to amend these articles at any time to provide for different classes of stock and to provide provisions for the preferences, limitations, and relative rights in respect to the shares of each class of stock.

This corporation shall be without authority to approve any By-Laws or resolution that will sell or assign any stock of this corporation to any other firm, person, or corporation, except that the stock of this corporation can be sold or transferred or assigned to any of the present charter members, or to this corporation.

ARTICLE V

The principal place of business and mailing address of this corporation shall be:

17355 SW 8th Street
Pembroke Pines, FL 33029

ARTICLE VI

The initial number of corporate directors shall be at least one (1) and not more than five (5). The number of directors may be raised or lowered by amendment of the by-laws of the corporation but shall in no case be less than one.

ARTICLE VII

The name and street address of the member of the first board of directors of this corporation is as follows:

Gordon H. Hoffmann, President
17355 SW 8th Street
Pembroke Pines, FL 33029

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Gordon H. Hoffmann, President
17355 SW 8th Street
Pembroke Pines, FL 33029

ARTICLE IX

The name and address of the first officer of this corporation is as follows:

Gordon H. Hoffmann, President
17355 SW 8th Street
Pembroke Pines, FL 33029

ARTICLE X

The name and address of the first subscriber to the capital stock of this corporation is as follows:

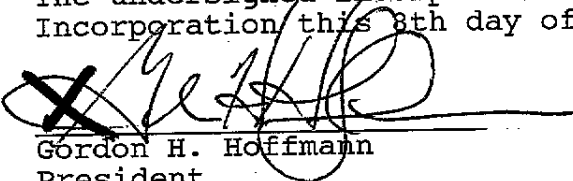
<u>Name and Address</u>	<u>Amount</u>	<u>Number of Shares</u>
Gordon H. Hoffmann 17355 SW 8th Street Pembroke Pines, FL 33029	\$ 100.00	One-Hundred (100)

ARTICLE XI

The name and address of the registered agent of this corporation is:

Gordon H. Hoffman
17355 SW 8th Street
Pembroke Pines, FL 33029

The undersigned incorporator has executed these Articles of Incorporation this 8th day of July 1998.


Gordon H. Hoffmann
President
17355 SW 8th Street
Pembroke Pines, FL 33029

FILED
98 JUL 20 PM 2:56
TALLAHASSEE, FLORIDA

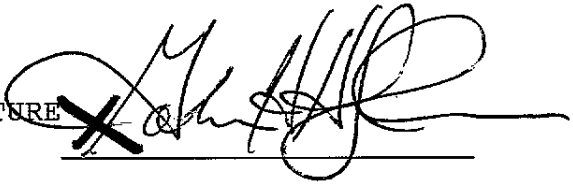
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,
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: JOHNNY ON THE SPA-T, INC.
2. The name and address of the registered agent and office
is:

Gordon H. Hoffmann
17355 SW 8th Street
Pembroke Pines, FL 33029

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 PROVISIONS OF
ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE: July 8th, 1998.