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L. MICHAEL MADDUX

Attorney at Law

21 July, 1998

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

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-07/24/98--01033--003  
\*\*\*\*131.25 \*\*\*\*131.25

Dear Sir or Madame:

Enclosed please find the original transmittal letter and an original and two copies of the Articles of Incorporation of Spa Cuisine to Go, Inc. as well as check number 1436 in the amount of \$131.25 for the filing fee, certified copy and Certificate of Incorporation. Please forward the certified copy and Certificate of Incorporation to Spa Cuisine to Go, Inc., 787 Sandpiper Lane, Ponte Vedra Beach, Florida 32082.

I appreciate your courtesies and prompt handling of this matter.

Very truly yours,

  
L. Michael Maddox

LMM/ju

cc: Millie Barnes  
w/o enclosures

98 JUL 24 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION  
OF  
SPA CUISINE TO GO, INC.**

**ARTICLE I - NAME**

The name of this Corporation is Spa Cuisine to Go, Inc.

**ARTICLE II - ADDRESS**

The address of the principal office is 1128 North Third Street, Jacksonville Beach, Florida 32250. The mailing address is 787 Sandpiper Lane, Ponte Vedra Beach, Florida 32082.

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of common stock, all of which shall be of the par value of \$25.00 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 2119 Riverside Avenue, Jacksonville, Florida 32204, and the name of its initial registered agent at such address is L.Michael Maddox, Esquire.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation shall be 1 and the name and address of each person who is to serve as a member thereof is:

Millie Barnes  
787 Sandpiper Lane  
Ponte Vedra Beach, Florida 32082

**ARTICLE VI - INCORPORATORS**

The name and address of the incorporator is:


Millie Barnes  
787 Sandpiper Lane  
Ponte Vedra Beach, Florida 32082

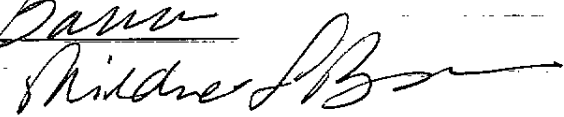
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

IN WITNESS HEREOF, the undersigned incorporators have executed these Articles of  
Incorporation this 7 day of July, 1998.

  
Millie Barnes  
Incorporator

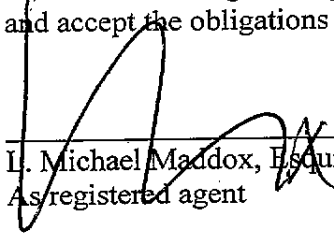


**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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 Agent/Office, in the State of Florida.

1. The name of the Corporation is: Spa Cuisine to Go, Inc.
2. The name of the registered Agent and Office is: L. Michael Maddox, Esq.  
2119 Riverside Ave.  
Jacksonville, Florida 32204

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept 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 obligations of my position as registered agent.

  
L. Michael Maddox, Esquire  
As registered agent

Date

21 July 1998

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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