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Jeffrey Hap, P.A.
Attorney At Law

341 West Indiantown Road ■ P.O. Box 2520 ■ Jupiter, FL 33468-2520
Tel: (561) 575-1900 Fax: (561) 746-3237

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG 24 AM 9:38

August 14, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
(904) 487-6502

RE: Massage Express.Com, Inc.
a new Florida corporation

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-08/25/98--01004--011
*****122.50 *****122.50

Gentlepersons:

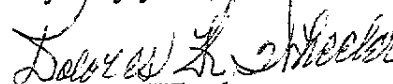
Enclosed please find:

Original and Copy of articles of Incorporation
Check for \$122.50 for Filing Fees
Federal Express Return Air Bill

Kindly Federal Express the necessary documentation back to us at your earliest opportunity
in the envelope provided for your convenience.

Thank you for your usual fine assistance and cooperation.

Very truly yours,


Dolores K. Wheeler
Legal Administrative Assistant

s/
encls:



BROWN AUG 25 1998

**ARTICLES OF INCORPORATION
OF**

MESSAGE EXPRESS.COM, INC.

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98 AUG 24 AM 9:38

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I.
CORPORATE NAME**

The name of this corporation shall be:

MESSAGE EXPRESS.COM, INC.

1109 NORTH FEDERAL HIGHWAY, SUITE 11 - HOLLYWOOD, FLORIDA 33020

**ARTICLE II.
TERM OF EXISTENCE**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III.
NATURE OF BUSINESS AND POWERS**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

Engage in all matters pertaining to operating and running a business, purchasing and marketing to the public and to engage in all legal matters as hereinafter further stated:

Transact any and all lawful business.

Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by

by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of the State, for the Administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business that the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans,

stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida statute 607.014.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is the total sum of **ONE HUNDRED SHARES**, having a par value of **ONE DOLLAR (\$1.00)**.

Unless otherwise stated in these Articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Jeffrey Hap
Attorney at Law
341 West Indiantown Road
Jupiter, Florida 33458

ARTICLE VI. INITIAL DIRECTOR

The initial Board of Directors shall consist of a total of one person, and the name and address of the person who is to serve as an initial director is:

**RODY S. ALEXANDER
1109 NORTH FEDERAL HIGHWAY
SUITE 11
HOLLYWOOD, FLORIDA 33020**

**ARTICLE II.
INCORPORATOR**

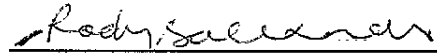
The name and address of the incorporator executing these Articles of Incorporation is:

**RODY S. ALEXANDER
1109 NORTH FEDERAL HIGHWAY
SUITE 11
HOLLYWOOD, FLORIDA 33020**

**ARTICLE VIII.
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of this Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 14th day of August, 1998.



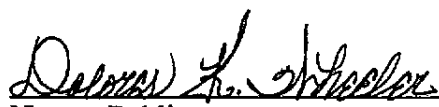
RODY S. ALEXANDER, Incorporator
6230 West Indiantown Road #7-330
Jupiter, Florida 33458
(561) 747-0045

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County as set forth above, personally appeared Jeannine Esposito, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation.

Dated this the 14th day of August, 1998.



Notary Public

My commission expires:

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-5-

ACCEPTANCE

I CERTIFY that I am a permanent resident of Palm Beach County, Florida, a member of the Florida Bar, and residing at the place indicated above. I hereby accept the foregoing designation as Resident Agent.

Executed this the 14th day of August, 1998.


Jeffrey Hap

This instrument prepared by:

**JEFFREY HAP
ATTORNEY AT LAW
341 WEST INDIANTOWN ROAD
JUPITER, FLORIDA 33458
(561) 575-1900**