

P98000093717

EDWIN B. KAGAN, P.A.

ATTORNEY AT LAW

2709 ROCKY POINT DRIVE

SUITE 102

TAMPA, FLORIDA 33607

TELEPHONE (813) 281-5609

FACSIMILE (813) 288-0428

November 2, 1998

500002679305--4

-11/03/98--01073--007

****122.50 *****78.75

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Filing Section

Re: Spa Grant, Inc.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,


Edwin B. Kagan

EBK/bak
Enclosures

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 NOV -3 AM 8:16

FILED

ajc
11/5

ARTICLES OF INCORPORATION

OF

SPA GRANT, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be SPA GRANT, INC.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is as follows

2780 East Fowler Avenue
Suite 206
Tampa, Florida 33612-6297

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

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

FILED
98 NOV - 3 AM 8:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of one thousand (1,000) shares of common stock, having a par value of \$.01 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
-------------	----------------

Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607
----------------	---

ARTICLE VII - DIRECTORS

This corporation shall have no directors initially. The affairs of this corporation shall be managed by the shareholders until such time as directors are elected by the shareholders.

ARTICLE IX - AFFILIATED TRANSACTIONS

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE X - CONTROL-SHARE ACQUISITIONS

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE XI - INCORPORATOR

The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

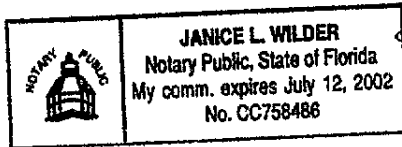
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation of SPA GRANT, INC. this 2nd day of November, 1998.


EDWIN B. KAGAN, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of Spa Grant, Inc. was sworn to and acknowledged before me this 2 day of ~~October~~, 1998 by EDWIN B. KAGAN. November



Janice L. Wilder

Notary Public
My Commission Expires: _____

Personally known _____ OR Produced Identification ✓
Type of Identification Produced Florida Driver's License

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

EBK

REGISTERED AGENT

FILED
98 NOV -3 AM 8:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA