

P9900000 1388

LAW OFFICES OF
GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE & CARTER, P.A.

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*

*FLA. BOARD CERTIFIED
CIVIL TRIAL AND
BUSINESS LITIGATION

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963
TELEPHONE (561) 231-1100
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CHRISTOPHER H. MARINE
DAVID M. CARTER
TODD W. FENNELL
SUSAN L. CHENAULT

December 30, 1998

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

300002730873--0
-01/05/99--01080--009
122.50 **78.75

Re: National Spa & Wellness, Inc.

Gentlemen:

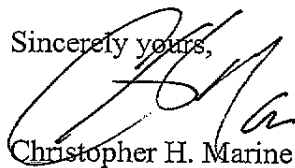
Enclosed please find an original and one (1) copy of the Articles of Incorporation of National Spa & Wellness, Inc., together with this firm's check in the amount of \$122.50, payable to Secretary of State, representing the following:

\$35.00	Filing Fee
52.50	Certified Copy
35.00	Registered Agent Designation
<hr/>	
\$122.50	TOTAL ENCLOSED

Please file the Articles and return one (1) certified copy of the Articles of Incorporation after filing.

Thank you for your attention to the above.

Sincerely yours,


Christopher H. Marine

CHM/ckw
enclosures
cc: Mr. Joseph P. DiMaio

FILED
99 JAN -5 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NATIONAL SPA & WELLNESS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the proposed corporation shall be **NATIONAL SPA & WELLNESS,**

INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be the provision of personal spa services promoting wellness, massage and aroma therapy and personal fitness, including all activities or endeavors associated therewith or incident thereto; to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give, guarantee or become surety for any persons, to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any

corporation, co-partnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as such agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of 1000 shares of common stock having a par value of \$1.00 per share and which shall be issued as fully paid and non-assessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the company.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The street address of the initial registered office of the corporation is 301 Legend Trail, Vero Beach, Florida 32963, and the name of the initial registered agent of the corporation at that address is Nancy J. DiMaio.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE VII

The principal place of business of the corporation is 9301 North A1A, Vero Beach, Florida 32963, with the privilege of having branch offices at other places within or without the State of Florida as may be designated.

ARTICLE VIII

The number of directors of this corporation shall not be less than one (1) nor more than five (5). The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE IX

The name and address of the initial director of this corporation is:

Joseph P. DiMaio	301 Legend Trail
	Vero Beach, Florida 32963

ARTICLE X

The names and street addresses of the subscribers to the capital stock, and the number of shares of stock which each agree to take are as follows:

Joseph P. DiMaio and Nancy J. DiMaio	300 shares
301 Legend Trail	
Vero Beach, Florida 32963	

Dominick Darcangelo and Laurie Jeanne Darcangelo	200 shares
390 29th Court, SW	
Vero Beach, Florida 32968	

ARTICLE XI

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the bylaws of the corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XII

In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XIII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIV

The corporation or the stockholders may include in their agreement between

themselves the following as valid matters of agreement:

- A. Any limitations or restraint upon the transferability, alienation or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring pre-emptive right of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and
- E. Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

ARTICLE XV

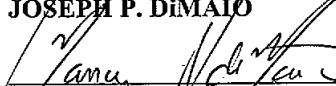
The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, does hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and do hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly have set our hands and seals at Vero Beach, Indian River County, Florida, this 31st day of December, 1998.



JOSEPH P. DIMAIO

(SEAL)




NANCY J. DIMAIO

(SEAL)



DOMINICK DARCANGELO

(SEAL)

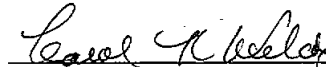
 (SEAL)
LAURIE JEANNE DARCANGELO

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

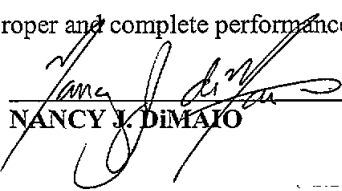
BE IT REMEMBERED, that on this 31st day of December 1998 personally appeared before me, **JOSEPH P. DiMAIO, NANCY J. DiMAIO, DOMINICK DARCANGELO, and LAURIE JEANNE DARCANGELO**, parties of the foregoing Certificate of Articles of Incorporation and known to me personally as such, and acknowledged the said Certificate to be their act and deed and that the facts therein stated are truly set forth for the purposes of being a corporation under the laws of the State of Florida and who did take an oath.




Notary Public
Printed Name: Carol K Wilcox
Commission No.: _____
My Commission Expires: _____
(Notary Seal)

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as Registered Agent to accept process for the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


NANCY J. DiMAIO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA