

**Goldstein & Greenberg**  
ATTORNEYS AT LAW  
A Partnership of Professional Associations

LARRY D. GOLDSTEIN, P.A.

Larry D. Goldstein  
Board Certified Civil Trial Lawyer  
Board Certified Worker's Compensation Lawyer

Jason A. Goldstein  
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Legal Assistants

DOUGLAS J. GREENBERG, P.A.

Douglas J. Greenberg  
Former State Prosecutor

Karen H. Mitchell  
Legal Assistant

P99000002448

January 4, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000002733630--4  
-01/07/99--01083--007  
\*\*\*\*122.50 \*\*\*\*78.75

Re: Affordable Spa Services, Inc.

Dear Sirs:

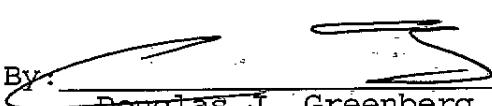
Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the articles and return a certified copy to my office at 7601 38th Avenue North, St. Petersburg, FL 33710.

My client's check in the sum of \$122.50 is enclosed for your filing fees, registered agent designation and return of the certified copy of the articles.

Thank you for your attention to this matter. Should you need additional information, please do not hesitate to contact my office.

Sincerely,

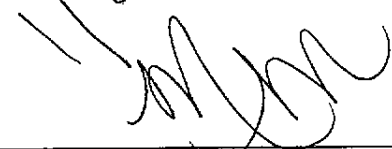
DOUGLAS J. GREENBERG, P.A.

By:   
Douglas J. Greenberg, Esquire

DJG/km  
Enclosures

FILED  
99 JAN -7 PM 4:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
1-8-99

1/8/99  


ARTICLES OF INCORPORATION  
OF  
AFFORDABLE SPA SERVICES, INC.

FILED  
99 JAN -7 PM 4:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

NAME: The name of this corporation shall be AFFORDABLE SPA SERVICES, INC., and its initial principal office and address shall be at 6775 102nd Avenue North #18-B, Pinellas Park, FL 33782.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 100 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$100.00. Each share of authorized stock which is initially sold shall be

fully paid for before the corporation begins transaction of business.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is GEORGE MILLIOT, 6775 102nd Avenue North #18-B, Pinellas Park, FL 33782.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the contest requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The name(s) and address(es) of the first Board of Directors are:

George Milliot

6775 102nd Avenue North #18-B  
Pinellas Park, FL 33782

Claire Milliot

6775 102nd Avenue North #18-B  
Pinellas Park, FL 33782

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of two directors. These directors shall hold office until their successors are duly elected and qualified.

#### ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice-President, Secretary and Treasurer, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following person(s) shall hold the below-designated offices until their successors are elected and qualified:

President - George Milliot  
Secretary/Treasurer - Claire Milliot

#### ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is GEORGE MILLIOT, 6775 102nd Avenue North #18-B, Pinellas Park, FL 33782.

#### ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by a majority vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI

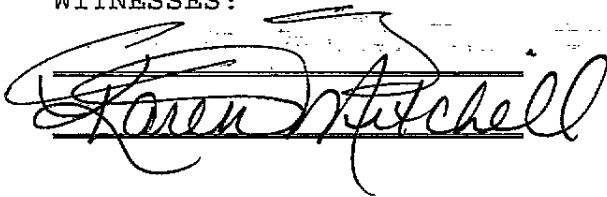
BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Shareholders.


ARTICLE XII

AMENDMENT: The power to amend these articles shall be held exclusively by the shareholders. An amendment hereto shall require a majority vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 4th day of January, 1999.

WITNESSES:

  
\_\_\_\_\_  
Karen Mitchell

  
\_\_\_\_\_  
GEORGE MILLIOT  
Incorporator

99 JAN -7 PM 4:48  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared GEORGE MILLIOT, as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

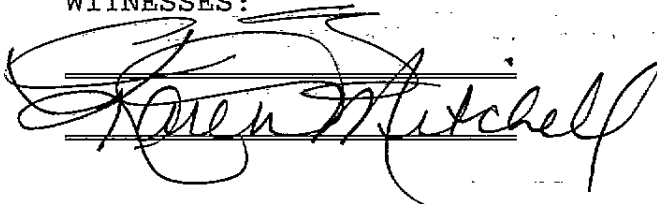
WITNESS my hand and official seal this 4th day of January, 1999.

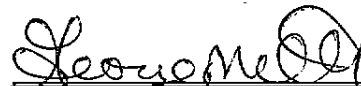
  
Notary Public  
My commission expires:



IN WITNESS WHEREOF, the undersigned registered agent hereby accepts such designation on this 4th day of January, 1999. I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.

WITNESSES:



  
GEORGE MILLIOT  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared GEORGE MILLIOT, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal this 4th day of January, 1999.

  
Notary Public  
My commission expires:

