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THE
PYE LAW FIRM
A Professional Association
2787 East Oakland Park Boulevard
Suite 3059
Fort Lauderdale, Florida 33306

FILED
JAN 28 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THOMAS G. PYE
Attorney at Law

January 25, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, Fl 32301

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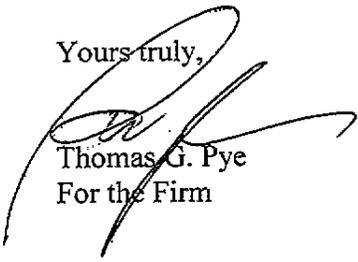
Dear Sir or Madam::

Please find enclosed:

Articles of Incorporation for the following business:
BODYSSAGE, INC.

As well as a check in the amount of \$ 122.50. Please file this corporation and forward same back to my attention with Certificate at the above address.

Yours truly,



Thomas G. Pye
For the Firm

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ARTICLES OF INCORPORATION OF
BODYSSAGE, INC.

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation under Chapter 607 of the Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1- NAME

The name of the Corporation is Bodyssage, Inc., hereafter referred to as "Corporation".

ARTICLE 2 - PURPOSE OF BUSINESS

The purpose of this Corporation is to engage in and transact any and all legal activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, county , territory or nation.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 2805 E. Oakland Park Blvd, Suite 252, Ft. Lauderdale, Florida and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and the street address of the incorporator of this corporation is:
Thomas G. Pye, Esq.
2787 E. Oakland Park Blvd. Suite 301
Ft. Lauderdale, Florida 33018

ARTICLE 5 - OFFICERS

The officers of this Corporation shall be:

President:	David O'Connor
Secretary:	David O'Connor
Treasurer:	David O'Connor

whose address shall be the same as the principal address of the Corporation.

ARTICLE 6 - DIRECTORS

The Director of the Corporation shall be:
David O'Connor
whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNER

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on their books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is:
Thomas G. Pye, Esq.
2787 E. Oakland Park Blvd. Suite 301
Ft. Lauderdale, Florida 33018
The name of the registered agent of this Corporation at that address is Thomas G. Pye.

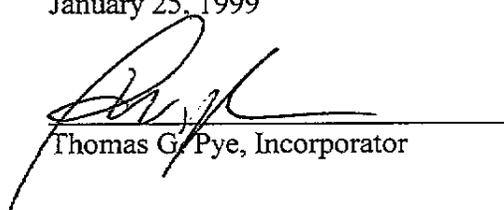
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ARTICLE 12 - EFFECTIVE DATE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

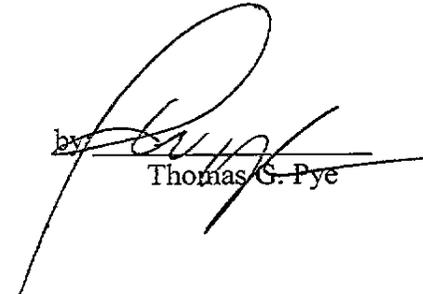
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida this January 25, 1999


Thomas G. Pye, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Thomas G. Pye, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and forgoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

by 
Thomas G. Pye