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February 23, 1999

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-02/25/99-01078-004  
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Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Hugill Office Spa, Inc.

Ladies and Gentlemen:

Enclosed are the following items with respect to our referenced corporate client  
(the "Corporation"):

1. Two manually signed duplicates of the Articles of Incorporation of the Corporation.
2. A check in the amount of \$70, payable to the Florida Department of State, as the filing fee.

Please file and record the Articles of Incorporation for the Corporation. Please also date-stamp the enclosed duplicate of the signed Articles, showing the filing and recording information, and return that duplicate to me in the enclosed self-addressed return envelope. Please call me at 813-228-8530 to confirm the filing of these Articles. Thank you for your assistance.

Sincerely,  
SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

*William R. Paul*

William R. Paul

WRP/jk

Enclosures

Copy to: John V. Hugill, M.D.

[0421206.WP]

NAPLES OFFICE:

AMSouth BUILDING, 4851 TAMiami TRAIL NORTH, SUITE 402, NAPLES, FLORIDA 34103 TEL: (941) 430-1120 FAX: (941) 430-1121 FROM Ft. MYERS (941) 278-5154

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HUGILL OFFICE SPA, INC.**

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**").

**I.  
Name**

The name of the Corporation shall be **Hugill Office Spa, Inc.**

**II.  
Term of Existence**

The Corporation shall begin its existence on the date of the filing of these Articles of Incorporation with the Florida Department of State, and it shall have perpetual existence thereafter.

**III.  
Principal Office**

The street address of the initial principal office of the Corporation shall be:

Suite 100  
8660 College Parkway  
Fort Myers, Florida 33919

**IV.  
Capital Stock**

The Corporation shall be authorized to issue 1,000 shares of common stock having a par value of one cent (\$ 0.01) per share.

**V.**

**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is: c/o Shear, Newman, Hahn & Rosenkranz, P.A., 201 East Kennedy Boulevard, Suite 1000, Tampa, Florida 33602. The name of its initial registered agent at such address is William R. Paul, Esq.

**VI.**

**Directors**

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of the initial director of the Corporation, who shall serve until his successor is duly elected and qualified, are:

**Name**

**Address**

John V. Hugill, M.D. Suite 100  
9660 College Parkway  
Fort Myers, Florida 33919

**VII.**

**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

**Name**

**Address**

John V. Hugill, M.D. Suite 100  
9660 College Parkway  
Fort Myers, Florida 33919

**VIII.**

**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

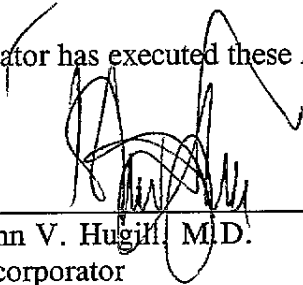
**IX.**  
**Indemnification**

The Corporation shall indemnify any director or officer or any former director or officer of the Corporation, to the fullest extent permitted by law.

**X.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 20, 1999.

  
\_\_\_\_\_  
John V. Huggill, M.D.  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

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

Dated: February 23, 1999

  
\_\_\_\_\_  
William R. Paul  
Registered Agent

[0412731.01]

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA