

PLEASE  
NOTE:

Living Waters Day Spa, Inc.  
116288 SW 8th St.  
Dembroke Pines, Fl. 33027

P99000019304

February 26, 1988

600002742646--3  
-01/15/99--01002--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Ms. Carolyn Batten  
Division of Corp.

EFFECTIVE DATE

2-9-99

Dear Ms. Batten:

Please find enclosed the corrected documents for our new corporation Living Waters Day Spa, Inc., with proper signatures for the registered agent and incorporator, (per my telephone conversation with Pamela in your ofc. today).

Barbara Beckler GAVE  
AUTHORIZATION BY PHONE TO  
DIRECT R.A. ACC - 4 phone call.  
FE 3-2-99  
OB

Thank you for your assistance.  
Barbara Beckler

(954) 430-7090 phone  
(954) 430-7610 Fax

FILED  
JAN 15 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 14, 1999

GREGORY BECKLER  
301 N.W. 179TH AVE., STE. 102  
PEMBROKE PINES, FL 33029

SUBJECT: LIVING WATERS DAY SPA, INC.  
Ref. Number: W99000001105

We have received your document for LIVING WATERS DAY SPA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

I called the number stated on the cover letter but I was unable to reach you.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 099A00002032

ARTICLES OF INCORPORATION

EFFECTIVE DATE

2-9-99

OF

LIVING WATERS DAY SPA, INC.

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: Living Waters Day Spa, Inc.  
16288 S.W. 8th St., Pembroke Pines, Fl. 33027

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall commence existence on January 9, 1999, the date these Articles are subscribed.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of massage, nutrition, skin care, body and nail care and for purposes of transacting any and all lawful business.

The common stock of this corporation shall be Ten Thousand (10,000) shares at no par value and 100 shares of preferred stock at a par value of One Hundred Dollars (\$100.00) each share.

ARTICLE IV - CAPITAL STOCK

The common stock of this corporation shall be Ten Thousand (10,000) shares at no par value and 100 shares of preferred stock at a par value of One Hundred Dollars (\$100.00) each share

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other

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TALLAHASSEE, FLORIDA

#### ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

#### ARTICLE XI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation according to the by-laws are in the amount set opposite his/her name.

1000 shares	Gregory Beckler
1000 shares	Barbara Beckler

#### ARTICLE XII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of candidates.

#### ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by any stockholder holding 100 or more shares.

#### ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

Two thirds (66%) percent of the shares entitled to vote represented in person or by proxy, shall constitute quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty (50%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise or other enterprise.

**ARTICLE XVI - DIRECTORS-RESIDENCY AND COMPENSATION**

Directors of this corporation are not required to be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XVII - DIRECTOR QUORUM AND VOTING**

One of the directors shall constitute a quorum meeting of directors, If a quorum is present, for a the affirmative vote of all of the directors present, or, if a director has abstained, the remaining director (s) shall constitute a quorum.

**ARTICLE XVIII - MEETINGS OF CORPORATION MEMBERS**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XIX -ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

purposes shall be vested exclusively in the holder of the outstanding common shares.

#### ARTICLE VI - PREEMPTIVE RIGHTS

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

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

16288 SW 8<sup>th</sup> Street

Pembroke Pine, Fl 33027 and the name of the initial registered agent of this corporation at that address is Gregory Beckler

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

#### ARTICLE XIII - BOARD OF DIRECTORS

This corporation shall now have two (2) directors. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the directors of this corporation are:

Barbara Beckler

16288 SW 8<sup>th</sup> Street

Pembroke Pine, Fl 33027

Gregory Beckler

16288 SW 8<sup>th</sup> Street

Pembroke Pine, Fl 33027

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles and amendments is:

Gregory Beckler

16288 SW 8<sup>th</sup> Street

Pembroke Pine, Fl 33027

ARTICLE XX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XXI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, (with all amendments having been voted on and adopted by all shareholders on January 8<sup>th</sup>, 1999), the undersigned subscriber has executed these Amendments to the Articles of Incorporation this 8<sup>th</sup> day of January, 1999.

STATE OF FLORIDA  
COUNTY OF ~~Sanford~~ Broward

Before me personally appeared known to me to  
Be the person described in and who executed the foregoing Amendments to the  
Articles of Incorporation and acknowledged to me and before me that they executed said document therein  
expressed.

Witness

JAN 18  
myhand and official this \_\_\_ day of 1999

*Millicent S. Calabro* (NOTARY)

Notary Public, State of Florida at Large  
My Commission expires 4/26/99

OFFICIAL NOTARY SEAL  
MILLCENT S CALABRO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CCA55653  
MY COMMISSION EXP. APR. 26, 1999

Acceptance by Registered Agent: \_\_\_\_\_

*Gregory J. Beckler*

Incorporator: \_\_\_\_\_

*Gregory J. Beckler*

FILED  
99 JAN 15 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA