

**RUDEN
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March 23, 1999

Florida Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

Re: River Oaks Massage Therapy Services, Inc.

Gentlemen:

Enclosed for filing are the proposed Articles of Incorporation for RIVER OAKS MASSAGE THERAPY SERVICES, INC.

Also enclosed is a check in the amount of \$78.75 to cover the following:

- | | | |
|----|------------------------------|--------------|
| 1. | Filing fee | \$35.00 |
| 2. | Certified copy of Articles | 8.75 |
| 3. | Registered agent designation | <u>35.00</u> |

\$78.75

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-03/25/99--01052--006
*****78.75 *****78.75

Please file the original Articles and forward a certified copy of the Articles to me at my address above.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.


John M. Dart

JMD/ci
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 AM 9:36

ARTICLES OF INCORPORATION
OF
RIVER OAKS MASSAGE THERAPY SERVICES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS: The name of the corporation is RIVER OAKS MASSAGE THERAPY SERVICES, INC. and its mailing address is 5126 41st Street West, Bradenton, Florida, 34210.

ARTICLE II

DURATION: The corporation shall exist perpetually.

ARTICLE III

PURPOSE: The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK: The corporation is authorized to issue One Thousand (1,000) shares of stock having a par value of \$1.00 per share, all of which shall be common shares.

ARTICLE V

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 5126 41st Street West, Bradenton, Florida, 34210 and the name of the initial registered agent of the corporation at that address is Ellen A. Carruthers.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 AM 9:36

ARTICLE VI

INCORPORATOR: The name and address of the person signing these Articles as incorporator is:

Name
Ellen A. Carruthers

Address
5126 41st Street West
Bradenton, Florida 34210

ARTICLE VII

CORPORATE EXISTENCE: This corporation shall commence its existence at the time of filing of these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this 22nd day of March, 1999.


ELLEN A. CARRUTHERS

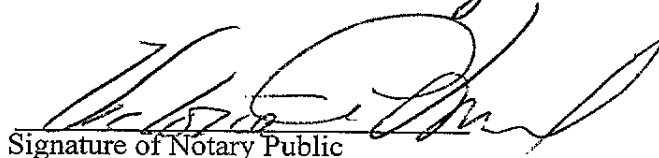
STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22nd day of March, 1999, by ELLEN A. CARRUTHERS, who is personally known to me or who produced personally known as identification and who did (did not) take an oath.



Victoria A. Friend
MY COMMISSION # CC538315 EXPIRES
March 7, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Signature of Notary Public

Victoria A Friend
Typed Name of Notary Public

My Commission Expires:

March 2000

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: RIVER OAKS MASSAGE THERAPY SERVICES, INC.
2. The name and address of the registered agent and office is: ELLEN A. CARRUTHERS, 5126 41st Street West, Bradenton, Florida, 34210.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ELLEN A. CARRUTHERS