REFERENCE :

2/5700

850364

AUTHORIZATION :

V: A

COST LIMIT : \$ 78.75

ORDER DATE: May 19, 1999

ORDER TIME : 10:37 AM

ORDER NO. : 245798-005

CUSTOMER NO: 85036A

CUSTOMER: Robert A. Forlizzo, Esq

FORLIZZO & NEAL FORLIZZO & NEAL

Suite 300

13577 Feather Sound Drive

Clearwater, FL 33762

DOMESTIC FILING

ECLIPS SPA AT THE BILTMORE,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

99 MAY 19 PM 1: 3
SECRETARY OF STATE
TALLAHASSEE, FLORID

600002879716--9

JAM.

ARTICLES OF INCORPORATION

OF

ECLIPS SPA AT THE BILTMORE, INC.

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is ECLIPS SPA AT THE BILTMORE, INC.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

25 Belleview Boulevard Clearwater, FL 33757

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office is as follows:

Name: ROBERT A. FORLIZZO

Address: 13577 Feather Sound Drive, Suite 300

Clearwater, FL 33762

99 MAY 19 PM 1: 34
SEGRETARY OF STATE

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Name: DEBI DAVIS

Address: 25 Belleview Boulevard

Clearwater, FL 33757

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 17th day of May, 1999, for the purpose of organizing this Corporation under the laws of the State of Florida.

DEBT DAVIS

MAY 1.9 PM 1: 34
RETARY OF STATE
AHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. Date: May 17, 1999.

ROBERT A FORLIZZO