

FILED
99 MAY 24 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P 99 00004 8129

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

700002883737--8
-05/24/99-01066-006
*****78.75 *****78.75


Sir:

Enclosed are the Articles of Incorporation of
MassageWorks USA, Inc.

A check in the amount of \$78.75 to cover the following
breakdown is enclosed: Filing Fees \$35.00, Registered
Agent \$35.00 and Certificate Under-Seal \$8.75.

Please forward all correspondence on this matter to the
above address.

Sincerely,


Keith Titus

Enclosures/ Check # 721 , Articles of Incorporation

F. CHESSEN

MAY 27 1999

**ARTICLES OF INCORPORATION
OF
MassageWorks USA, Inc.**

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The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is MassageWorks USA, Inc.

ARTICLE II. DURATION

This corporation shall have a perpetual existence.

ARTICLE III. PURPOSE

To transact any lawful business for which corporations may be incorporated under the statutes of the State of Florida or to engage in any trade or business which, in the opinion of the Board of Directors of the corporation, can be advantageously carried on in connection with any lawful purpose or business endeavor that the corporation may elect to undertake.

To do any and all other things as are incidental, desirable or necessary in order to accomplish any or all of the foregoing purposes of the corporation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100 shares of stock having a par value of One Dollar (\$1.00). All shares of stock shall be designated as common shares.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address and mailing address of the initial registered office of this corporation is 13006 Prestwick Drive, Riverview, FL 33569. The name and street address of the initial registered agent of this corporation is Keith Titus, 13006 Prestwick Drive, Riverview, FL 33569.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The board of directors of the corporation shall consist of one (1) member, initially. The number of directors may be increased from time to time as provided for in the By-Laws. The initial directors shall be as follows:

Keith Titus
13006 Prestwick Drive
Riverview, FL 33569

ARTICLE VII. INCORPORATORS

The name and street address of the incorporators of the Articles of Incorporation are:

Keith Titus
13006 Prestwick Drive
Riverview, FL 33569

ARTICLE VIII. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them to the Shareholders, and approved at a Shareholder's meeting by a majority of the shareholders entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, The undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 19th day of May, 19 99.

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Incorporator & Registered Agent
KEITH TITUS
13006 Prestwick Drive
Riverview, FL 33569

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared, as the incorporator, KEITH TITUS, to me personally known to be the person described, and who executed the foregoing Articles of Incorporation.

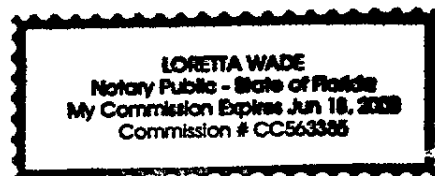
WITNESSED MY HAND and official seal at Tampa, Hillsborough County, Florida this 19th day of May, 19 99.

Loretta Wade

Notary Public, State of Florida

My Commission Expires: June 18, 2000

My Commission Number: CC 563385



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITH THE STATE
NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Florida Statutes, the following is submitted:

That MassageWorks USA, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Riverview, in the County of Hillsborough, State of Florida, has named KEITH TITUS as its agent to accept service of process within the state.

Having been named to accept service of process for the above named corporation, at a place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of this act relative to keeping open said office.


REGISTERED OFFICE ADDRESS:

13006 Prestwick Drive
Riverview, FL 33569

MAILING ADDRESS:

13006 Prestwick Drive
Riverview, FL 33569

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Registered Agent
KEITH TITUS
13006 Prestwick Drive
Riverview, FL 33569

Dated _____