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SHARON B. RINEHIMER, P.A.

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June 8, 1999

State of Florida
Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002920594--1
-07/01/99--01039--002
****122.50 *****78.75

Re: Filing of Articles of Incorporation of "Oxy Spa Technologies, Inc."

Dear Madam/Sir:

Enclosed please find the following in connection with the filing of the above captioned corporation:

1. One original and one photo copy of the Articles of Incorporation of **Oxy Spa Technologies, Inc.**
2. A check in the amount of \$122.50 in payment for the following fees:

a.) Filing Fee in the amount of	\$35.00
b.) Certified Copy Fee in the amount of	\$35.00
c.) Resident Agent Designation Fee	\$52.50
TOTAL	\$122.50
3. A Certificate Designating a Resident Agent.

Please kindly file the original in your office and return the certified copy to the corporate office in the self addressed UPS courier envelope at your earliest convenience.

Sincerely,

Sharon B. Rinehimer
Fl. Bar No. 0354872
cc: Ronald G. Fink, Victor A. Marcial-Vega, M.D.
Enclosures

FILED
99 JUL -1 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 7 1999

ARTICLES OF INCORPORATION
FOR
Oxy Spa Technologies, Inc.

The undersigned, Sharon B. Rinehimer, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this corporation shall be: **Oxy Spa Technologies, Inc.**

ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida, specifically but not limited to the marketing and sale of ozone systems manufactured by RGF O3 Systems, Inc.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be One Thousand (1000) shares of Common Stock having a par value of \$1. 00 per share.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered office of this Corporation in this State of Florida shall be:

SHARON B. RINEHIMER

FILED
99 JUL - 1 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3875 FISCAL COURT
WEST PALM BEACH, FLORIDA 33404

This is also the principal office and mailing address of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have Two (2) Directors initially. The number of Directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be less than Two (2). The initial directors shall be: Ronald G. Fink, whose address is: 3875 Fiscal Court , West Palm Beach, Florida 33404 and Victor A. Marcial-Vega, 2916 Douglas Road, Coral Gables, Florida 33134.

ARTICLE VII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the incorporator is Sharon Rinehimer, and her street address is 3875 Fiscal Court, West Palm Beach, Florida 33404.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation of **Oxy Spa Technologies, Inc.** on this 10th day of June 1999.


SHARON B. RINEHIMER

STATE OF FLORIDA)
COUNTY OF PALM BEACH) S.S.

The foregoing instrument was acknowledged before me on this 28 day of June, 1999 by SHARON B. RINHIMER incorporator.

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Sharon B. Rinehimer, to me known to be the person described herein and/or did produce personally known as personal identification and who executed the same.

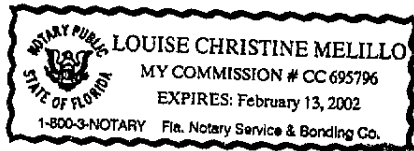
WITNESS my hand and official seal in the County and State last aforesaid this
 day of June 10, 1999.

Louise Christine Melillo

NOTARY PUBLIC OF THE STATE
OF FLORIDA

My Commission Expires:

Seal



CERTIFICATE DESIGNATING RESIDENT AGENT
AND OFFICE FOR SERVICE OF PROCESS

Oxy Spa Technologies, Inc. a Corporation existing under the laws of the State of Florida with it's principal office at 3875 Fiscal Court, West Palm Beach, Florida 33404 has named Sharon B. Rinehimer , whose address is 3875 Fiscal Court, West Palm Beach, Florida 33404, as its Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designating in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all the applicable provisions of law.


SHARON B. RINEHIMER,
RESIDENT AGENT

FILED
99 JUL -1 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA