

ANTHONY, BERRY & DIRITO

ATTORNEYS AT LAW

MALCOLM ANTHONY, P.A.
MICHAEL L. BERRY, JR., P.A.
VINCENT J. DIRITO, P.A.

P99000066618

July 16, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

900002936029-5
-07/20/99-01040-017
*****70.00 *****70.00

Re: Incorporation of OxySpa, Inc.

7/16/99

Dear Sirs:

Enclosed are the original, executed articles of incorporation for the above referenced corporation along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is our law firm check in the amount of \$70.00 payable to the Florida Secretary of State to cover the applicable filing fees.

Please send your letter confirming the incorporation to:

OxySpa, Inc.
c/o Michael L. Berry, Jr., Esq.
Anthony, Berry & DiRito
Four Sawgrass Village, Suite 205
Ponte Vedra Beach, FL 320282

Thank you for your assistance.

Sincerely,

ANTHONY, BERRY & DIRITO

Michael L. Berry, Jr.

MLBJr/jc
Enclosure

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99 JUL 20 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 7/27/99

**ARTICLES OF INCORPORATION
OF
OxySpa, Inc.**

RECEIVED DATE
7/16/99

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

The name of the corporation is OxySpa, Inc.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing upon July 16, 1999, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

ARTICLE III

General Purpose of Corporation

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE IV

Principal Office

The principal office and mailing address of the corporation will be located at 375 1st Street,

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TALLAHASSEE, FLORIDA

Atlantic Beach, Florida 32233.

ARTICLE V

Capital Stock

The corporation is authorized to issue one million (1,000,000) shares of common stock, having no par value.

ARTICLE VI

Preemptive Rights

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

ARTICLE VII

Indemnification

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Four Sawgrass Village, Suite 205B, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Michael L. Berry, Jr.

ARTICLE IX

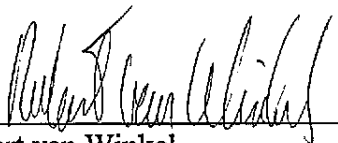
Incorporators

The names and address of the incorporators of this corporation are:

Robert van Winkel
600 Ponte Vedra Boulevard, #211
Ponte Vedra Beach, FL 32082

Frederick A. Kerber
375 1st Street
Atlantic Beach, FL 32233

IN WITNESS WHEREOF, the incorporators have executed these Articles on July 16, 1999.



Robert van Winkel



Frederick A. Kerber

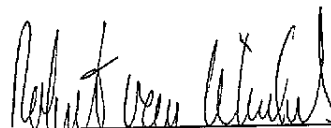
OxySpa, Inc.

APPOINTMENT OF STATUTORY AGENT

The undersigned, OxySpa, Inc., a Florida corporation, with its principal office in Atlantic Beach, Duval County, Florida, hereby appoints Michael L. Berry, Jr., a natural person residing in St. Johns County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is Four Sawgrass Village, Suite 205B, Ponte Vedra Beach, FL 32082.

Dated: July 16, 1999.

OxySpa, Inc.


By: 
Robert van Winkel

ACCEPTANCE OF APPOINTMENT

TO: OxySpa, Inc.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

July 16, 1999.


Michael L. Berry, Jr.

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