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July 19, 1999

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-07/21/99-01072-004
*****70.00 *****70.00

Office of the Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: A Garden of Beauty and Day Spa, Inc.

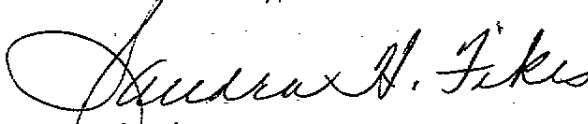
Dear Sir or Madam:

Enclosed herewith for filing please find an original and one copy of the Articles of Incorporation with regard to the above corporation.

Also enclosed is my check in the amount of \$70.00, representing \$35.00 filing fee and \$35.00 registered agent fee.

Thank you for your assistance and cooperation in this matter. Should you have any comments or questions, please feel free to contact me.

Sincerely,



Sandra H. Fikes

SHF/em
enclosures

FILED
99 AUG -9 PM 5:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 27, 1999

SANDRA H. FIKES
2615 N FOREST RIDGE BLVD
HERNANDO, FL 34442

SUBJECT: A GARDEN OF BEAUTY AND DAY SPA, INC.
Ref. Number: W99000017356

We have received your document for A GARDEN OF BEAUTY AND DAY SPA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article SIX states there will be three director(s), whereas one is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 699A00038332

ARTICLES OF INCORPORATION

OF

A GARDEN OF BEAUTY AND DAY SPA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation shall be A GARDEN OF BEAUTY AND DAY SPA, INC.

ARTICLE TWO
REGISTERED OFFICE AND AGENT

The location and mailing address of the Corporation's initial registered office in Florida is:

2615 N FOREST RIDGE BLVD
HERNANDO, FL 34442

The initial registered agent at the registered office is:

SANDRA H. FIKES.

The corporation's principal office and mailing address is:

2615 N FOREST RIDGE BLVD
HERNANDO, FL 34442

ARTICLE THREE
PURPOSE

The purpose for which the Corporation is organized shall be to engage in any activity or business permitted under the laws of the United States, of this State, and of any other lawful jurisdiction.

ARTICLE FOUR

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FIVE
INCORPORATOR

The name and post office address of the incorporator is:

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SANDRA H. FIKES 2615 N FOREST RIDGE BLVD
HERNANDO, FL 34442

ARTICLE SIX

DIRECTORS

The Board of Directors shall consist of 1 member initially. The number of directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be fewer than one (1). The name and address of the Board of Directors are:

Name	Address
Mr. J. H. Smith	123 Main St.
Mrs. A. B. Jones	456 Elm St.
Mr. C. D. Brown	789 Oak St.
Mrs. E. F. Green	101 Pine St.
Mr. G. H. White	202 Cedar St.
Mrs. I. J. Black	303 Birch St.
Mr. K. L. Gray	404 Spruce St.
Mrs. M. N. Blue	505 Willow St.
Mr. O. P. Red	606 Ash St.
Mrs. Q. R. Yellow	707 Hickory St.
Mr. S. T. Purple	808 Walnut St.
Mrs. U. V. Pink	909 Cherry St.
Mr. W. X. Orange	1010 Maple St.
Mrs. Y. Z. Silver	1111 Iron St.
Mr. A. B. Gold	1212 Steel St.
Mrs. C. D. Copper	1313 Lead St.
Mr. E. F. Zinc	1414 Tin St.
Mrs. G. H. Nickel	1515 Platinum St.
Mr. I. J. Palladium	1616 Silver St.
Mrs. K. L. Cadmium	1717 Mercury St.
Mr. M. N. Barium	1818 Strontium St.
Mrs. O. P. Calcium	1919 Magnesium St.
Mr. Q. R. Sodium	2020 Potassium St.
Mrs. S. T. Lithium	2121 Rubidium St.
Mr. U. V. Francium	2222 Actinium St.
Mrs. W. X. Thorium	2323 Uranium St.
Mr. Y. Z. Plutonium	2424 Neptunium St.
Mrs. A. B. Americium	2525 Curium St.
Mr. C. D. Berkelium	2626 Californium St.
Mrs. E. F. Einsteinium	2727 Fermium St.
Mr. G. H. Mendelevium	2828 Nobelium St.
Mrs. I. J. Lawrencium	2929 Rutherfordium St.
Mr. K. L. Dubnium	3030 Seaborgium St.
Mrs. M. N. Bohrium	3131 Hassium St.
Mr. O. P. Meitnerium	3232 Darmstadtium St.
Mrs. Q. R. Roentgenium	3333 Copernicium St.
Mr. S. T. Dubnium	3434 Livermorium St.
Mrs. U. V. Tennessine	3535 Oganesson St.

SANDRA H. FIKES
President/VP/Treasurer
Secretary

2615 N FOREST RIDGE BLVD
HERNANDO, FL 34442

ARTICLE SEVEN
CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares, with par value of \$1.00 per share.

ARTICLE EIGHT
STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$50.00.

ARTICLE NINE
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the _____ day of July, 1999.


SANDRA H. FIKES

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 19 day of July, 1999 by SANDRA H. FIKES, who is personally known to me or who has produced Florida Driver's License as identification and who did take an oath.

Print: Debra S. Dulude

Signature: Debra S. Dulude
Notary Public
State of Florida At Large
Commission Expires: 8/23/99



DEBRA S DULUDE
My Commission CC491083
Expires Aug. 23, 1999

[Seal]

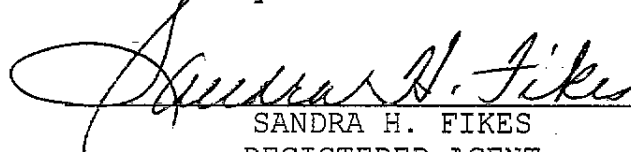
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS
MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That A GARDEN OF BEAUTY AND DAY SPA, 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 Hernando, County of Citrus and State of Florida has named SANDRA H. FIKES as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


SANDRA H. FIKES
REGISTERED AGENT


DATE

FILED
99 AUG - 9 PM 5:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA