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November 10, 1999

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32314

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-11/12/99--01075--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

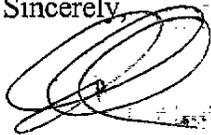
**RE: Articles of Incorporation of 800backrub.com, Inc.**

Dear Sirs/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the filing fee in the amount of \$70.00. Please file these Articles and return one file stamped copy to this office by regular mail.

Should you have any questions, please call.

Sincerely,



Denis A. Cohrs

DAC/bd  
Enclosure

**FILED**  
99 NOV 12 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*CAB*  
11-15-99

**FILED**  
99 NOV 12 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**800BACKRUB.COM, INC.**

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name and Mailing Address**

The name of this corporation shall be:

**800backrub.com, Inc.**

The address of the principal office and the mailing address of this corporation is:

2502 Rocky Point Drive, Suite 660  
Tampa, Florida 33607

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on the day of the filing of these Articles and shall have perpetual existence.

### **ARTICLE III**

#### **Purposes**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

### **ARTICLE IV**

#### **Powers**

The corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (1997), as may be amended from time-to-time.

### **ARTICLE V**

#### **Capital Stock**

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 100,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

**2841 Executive Drive, Suite 120  
Clearwater, Florida 33762**

and the name of the corporation's initial registered agent at such address is:

**Denis A. Cohrs.**

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (1997), as may be amended from time-to-time.

## ARTICLE VII

### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
<b>Kenneth A. Gordon</b>	2502 Rocky Point Drive, Suite 660 Tampa, Florida 33607

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

## **ARTICLE VIII**

### **Incorporators**

The name and address of each incorporator of this corporation is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>Denis A. Cohrs</b>	2841 Executive Drive, Suite 120 Clearwater, Florida 33762

## **ARTICLE IX**

### **Indemnification**

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (1997), as amended from time-to-time.

## **ARTICLE X**

### **Control Share Acquisitions**

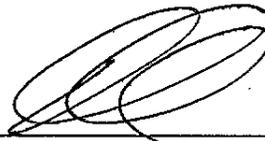
The corporation does hereby elect, pursuant to Subsection 607.0902(5), Florida Statutes (1997), to exempt itself from the provisions pertaining to control share acquisitions as contained in Sections 607.0902, 607.1301, 607.1302, and 607.1320, Florida Statutes (1997).

**ARTICLE XI**

**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

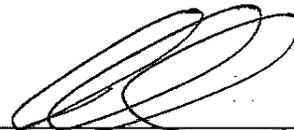
  
\_\_\_\_\_  
Denis A. Cohrs  
Incorporator

**FILED**  
99 NOV 12 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Acceptance of Registered Agent**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes (1997).

DATED this 10<sup>th</sup> day of November, 1999.

  
\_\_\_\_\_  
Denis A. Cohrs,  
Registered Agent

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

BEFORE ME, the undersigned authority, on this 10<sup>th</sup> day of November, 1999, personally appeared **Denis A. Cohrs**, to me well known to be the person described in and who signed the foregoing Articles of Incorporation and Acceptance of Registered Agent, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed and who (✓) is personally known to me or ( ) produced a Florida Driver's License as identification.

WITNESS my hand and official seal the date aforesaid.

Rebecca S. Dillahunty  
Rebecca S. Dillahunty  
*(Print Name of Notary Public)*

Notary Public for State of Florida  
My Commission Expires:  
(SEAL)



**Rebecca S. Dillahunty**  
MY COMMISSION # CC644177 EXPIRES  
March 31, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.