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November 19, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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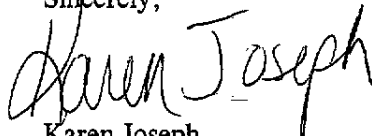
Re: SPRINGS RELAXATION CENTER, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for SPRINGS RELAXATION CENTER, INC., together with our check in the amount of \$78.75 to cover the filing fee. Kindly file the original Articles and provide us with a copy thereof.

If you have any questions, please feel free to contact me.

Sincerely,


Karen Joseph

/klj
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SPRINGS RELAXATION CENTER, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

SPRINGS RELAXATION CENTER, INC.

The principal place of business of this corporation shall be:

707 Bayou Avenue
Tarpon Springs, FL 34689

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address and mailing address of the initial registered office of the corporation shall be:

707 Bayou Avenue
Tarpon Springs, FL 34689

The initial registered agent of the corporation is John Allcorn, whose address is 707 Bayou Avenue, Tarpon Springs, FL 34689.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

The Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The names and addresses of the initial directors are:

John Allcorn	707 Bayou Avenue Tarpon Springs, FL 34689
Colleen Allcorn	707 Bayou Avenue Tarpon Springs, FL 34689

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

John Allcorn	707 Bayou Avenue Tarpon Springs, FL 34689	President/Secretary
Colleen Allcorn	707 Bayou Avenue Tarpon Springs, FL 34689	Vice President/Treasurer

ARTICLE X. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation are:

John Allcorn
707 Bayou Avenue
Tarpon Springs, FL 34689


John Allcorn

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

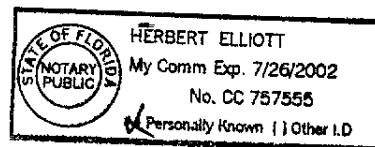
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STATE OF FLORIDA
COUNTY OF PINELLAS

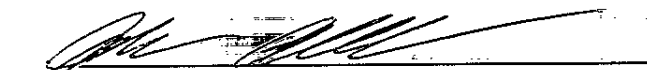
The foregoing instrument was acknowledged before me this 18th day of November, 1999
by John Allcorn.


NOTARY PUBLIC
My Commission Expires:



ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.


John Allcorn