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**HARRY WINDERMAN, ESQ.**  
**ATTORNEY AT LAW**  
2295 Corporate Boulevard, N.W.  
Suite 140  
Boca Raton, Florida 33431

Telephone (561) 241-0332  
Facsimile (561) 241-5266  
Pager (954) 422-4665

FILED  
99 NOV 29 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 23, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900003055869--7  
-11/29/99-01144-010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: New Florida Corporation - The Millennium Spa, Inc.

Dear Secretary of State:

Enclosed please find an original and one copy of Articles of Incorporation for The Millennium Spa, Inc., as well as, a check for \$70.00 to cover the filing fee. I have also enclosed a stamped, self-addressed envelope for your return of same.

If you have any questions, please contact me at the above telephone number.

Very truly yours,



HARRY WINDERMAN, ESQ.

HW/lmi  
Enclosure  
cc: Tolnai

ARTICLES OF INCORPORATION  
OF  
THE MILLENNIUM SPA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation Under Chapter 607 of the laws of the State of Florida.

ARTICLE I  
NAME AND ADDRESS

The name of the corporation shall be:

THE MILLENNIUM SPA, INC.

The address of the principle office of this corporation shall be 2295 Corporate Boulevard, N.W., Suite 140, Boca Raton, Florida 33431 and the mailing address of the corporation shall be the same.

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 at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV  
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2295 Corporate Boulevard, N. W., Suite 140, Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation at that address is Harry Winderman, Esq.

ARTICLE V  
TERM OF EXISTENCE

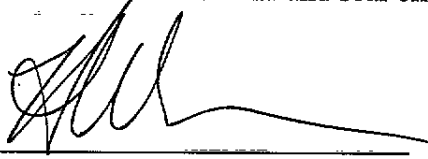
This corporation is to exist perpetually.

ARTICLE VI  
INCORPORATOR

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

Harry Winderman, Esq.  
2295 Corporate Boulevard, N. W.  
Suite 140  
Boca Raton, Florida 33431

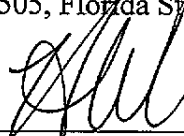
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on  
November 23, 1999.

  
\_\_\_\_\_  
Harry Winderman, Esq.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN THE ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

The undersigned having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Harry Winderman, Esq.