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Peter Makris
2110 Drew Street
Clearwater, FL 33765

FILED
02 MAR -6 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/28/02

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

Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent / Registered Office. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation as soon as possible and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (727) 446-0000.

Very Truly Yours,

Peter Makris CPA

Peter Makris

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ARTICLES OF INCORPORATION

OF

BODYFOCUS, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

BODYFOCUS, INC.

The principal place of business of this corporation shall be:

**608 Lennox Road West
Palm Harbor, Fl 34684**

The mailing address of this corporation shall be:

**608 Lennox Road West
Palm Harbor, Fl 34684**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all-lawful activities of 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 that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have one director and one officer, initially. The name and street address of the initial director and officer who shall hold office for the first year of the corporation's existence, or until his successor is elected or appointed is:

**Dean Yannello
PRESIDENT**

**608 Lennox Road West
Palm Harbor, FI 34683**

ARTICLE VI. INCORPORATOR


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

**Dean Yannello
PRESIDENT**

**608 Lennox Road West
Palm Harbor, FI 34683**

IN WITNESS WHEREOF, the under signed incorporator has executed these Articles of Incorporation this 4 day of MARCH, 2002.

Signature of Incorporator


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledge and sworn to before me this 4 day of MARCH, 2002, by Dean Yannello of BODYFOCUS, Inc.

Notary Public





Dori A. Lindsley
Commission # CG 821541
Expires Apr. 15, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida .

1. The name of the corporation is:

Bodyfocus, Inc.

2. The name and address of the registered agent and office is:

Name: Dean Yannello

Address: 608 Lennox Road West

City: Palm Harbor **State:** FL **Zip Code:** 34683

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TALLAHASSEE, FLORIDA

SIGNATURE: _____

TITLE: PRESIDENT

DATE: 3-04-02

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: _____

DATE: 3-04-02