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ARTHUR P. VILLWOCK
ATTORNEY AT LAW
SUITE 307
890 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409
TELEPHONE (407) 683-6084

ARTHUR P. VILLWOCK
SCOTT A. CUMMINGS

March 1, 1996

ENCLOSURE
3-1-96

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

RECEIVED
-03/05/96-1010.36-1019
***122.50 ***122.50

RE: Bodies by MA, Inc.

Gentlemen:

I am enclosing the Articles of Incorporation and a copy of them, which also includes the Designation of Registered Agent.

I am also enclosing a check payable to the Secretary of State in the amount of \$122.50, broken down as follows:

Filing fee:	\$35.00
Certified copy	\$52.50
Registered Agent Fee	<u>\$35.00</u>
	122.50

The date of incorporation will be the date of the execution of the Articles which is March 1, 1996

Sincerely,

Arthur P. Villwock
Arthur P. Villwock

APV:pdw
Enclosures

3/5/96
JK

PLEASE NOTE THAT THE EFFECTIVE DATE OF THE ARTICLES WILL BE March 1, 1996.

ARTICLES OF INCORPORATION

ARTICLE I - EXECUTION: The undersigned Incorporator(s) hereby execute(s) these Articles of Incorporation in order to organize and incorporate a business for profit, under the Corporate name (*1) and at the principal office address (*2) and having its mailing address (*3) as stated in Article XIII.

ARTICLE II - PURPOSE AND OBJECT: The Corporation is formed, pursuant to the specific Law (*4) and for the purpose(s) or object(s) (*5) as stated in Article XIII. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the laws of the United States and of this State.

ARTICLE III - DURATION: The duration of this Corporation shall be perpetual. Corporate existence shall commence (*6) as stated in Article XIII, provided that all of the requirements of the law are met. However, Corporate existence shall not begin sooner than 5 days prior to filing with the Secretary of State.

ARTICLE IV - REGISTERED OFFICE - AGENT: The name of the Registered Agent (*7) and the street address of the Registered Office (*8) are stated in Article XIII.

ARTICLE V - NUMBER OF DIRECTORS: The number of Directors constituting the initial Board of Directors, (*9) if any, is stated in Article XIII. The number of Members of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

ARTICLE VI - SHARES: The number of authorized shares (*10), whether such shares shall be Par Value, no Par Value, or Stated Value (*11), and class of shares (*12), are stated in Article XIII.

ARTICLE VII - INCORPORATORS AND DIRECTORS: The name and address of each Incorporator (*13) and the name and address of each Member of the initial Board of Directors (*14) are stated in Article XIII.

ARTICLE VIII - BROADEST POWERS; INCORPORATION BY REFERENCE: The Corporation shall have the broadest powers to do any and all things necessary, suitable, convenient, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all the powers now or hereafter conferred by the laws of this State, upon Corporations incorporated hereunder.

ARTICLE IX - INDEMNIFICATION: The Corporation shall indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract and/or tort (and with respect to criminal action or proceeding, if the Party had no reasonable cause to believe his or her conduct was unlawful), other than an action by, or in the right of, the Corporation, because he or she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he or she acted in good faith and in a manner, he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such amounts shall be advanced by the Corporation according to Law prior to final resolution or judgment.

ARTICLE X - GENERAL: The Shareholders shall not have a preemptive right to acquire unissued shares of the Corporation or securities that are convertible into, or carry a right to subscribe to or acquire shares, unless otherwise stated (*15) in Article XIII. Cumulative voting shall not be permitted, unless otherwise stated (*16) in Article XIII.

ARTICLE XI - ACCEPTANCE BY REGISTERED AGENT: The Party named as Registered Agent (whether Individual or Corporation) (*7) which is stated in Article XIII agrees: to act as the initial Registered Agent at the Registered Office, and as such, to accept Service of Process; to keep the Registered Office open during reasonable business hours; to maintain the name(s) and address(es) of any other Officer(s) of the Corporation who are authorized by Law to accept Service of Process; and to comply with the provisions of all statutes relating to the proper and complete performance of the duties as Registered Agent by signing these Articles of Incorporation as evidence of his or her familiarity with and acceptance of the obligations and duties of the position as Registered Agent.

ARTICLE XII - SPECIAL PROVISIONS: Special Provisions, if any, are stated at (*17) in Article XIII.

ARTICLE XIII - INDEX:

- 3-1-96
- | | | |
|--|---|------|
| (*1) Bodies by MA, Inc. | : Name. | ¶I |
| (*2) 325 Arlington Road
West Palm Beach, FL 33405-4703 | : Principal Office Address. | ¶I |
| (*3) 325 Arlington Road
West Palm Beach, FL 33405-4703 | : Mailing Address. | ¶I |
| (*4) The Florida Business Corporation Act | : Applicable Statutes
of Incorporation. | ¶II |
| (*5) Engaging in the business of fitness training | : Specific Business or
Licensed-Certified
Professional. | ¶II |
| (*6) Upon the subscription and execution of these
Articles of Incorporation; otherwise upon
filing | : Commencement of
Corporate Existence. | ¶III |
| (*7) Marianne Miller | : Name of Registered Agent | ¶IV |
| (*8) 325 Arlington Road
West Palm Beach, FL 33405-4703 | : Address of Registered Office. | ¶IV |
| (*9) 1 | : Number of Initial Directors. | ¶V |
| (*10) 750 | : Number of Authorized Shares. | ¶VI |
| (*11) \$10.00 par value | : Par Value or no Par Value. | ¶VI |
| (*12) common | : Class of Shares. | ¶VI |
| (*13) Marianne Miller
325 Arlington Road
West Palm Beach, FL 33405-4703 | : Name(s) and address(es)
of each Incorporator. | ¶VII |
| (*14) Marianne Miller
325 Arlington Road
West Palm Beach, FL 33405-4703 | : Name(s) and address(es)
of each Member of the
Initial Board of Directors. | ¶VII |
| (*15) --- | : Preemptive Rights. | ¶X |
| (*16) --- | : Cumulative Voting. | ¶X |
| (*17) --- | : Special Provisions. | ¶XII |

(*7) Marianne Miller
 Acceptance by Registered Agent ¶XI
 MARIANNE MILLER
 Date: March 1, 1996
 Articles Executed

Marianne Miller
 Incorporator, MARIANNE MILLER
 Incorporator
 Incorporator
 Incorporator