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TELETYPE 97 FLORIDA DIVISION OF CORPORATIONS
9:19 AM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H97000002013 5))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FILINGS, INC. ACCT#: 072720000101
CONTACT: TERESA ROMAN PHONE: (904)385-6735 FAX #:
(904)385-6761

NAME: U.S. BODY SHOP, INC. AUDIT NUMBER.....H97000002013 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 4 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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CORPORATIONS 9:19 AM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER
SHEET

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

U.S. BODY SHOP, INC.

THE UNDERSIGNED, Jules Bruno executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

- a. The name of this corporation shall be: U.S. BODY SHOP, INC.
- b. The mailing address of this corporation shall be at:

195 N.W. 71st Street
Miami, FL 33150

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

Stuart A. Lipson, Esq.
Fla. Bar No. 885770
13899 Biscayne Blvd. #404
Miami, FL 33181
(305) 947-3000

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ARTICLE IV - CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 195 N.W. 71st Street
Miami, FL 33150

Registered Agent: Jules Bruno

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: Jules Bruno

ADDRESS: 195 N.W. 71st Street
Miami, FL 33150

ARTICLE VIII - INCORPORATOR

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

NAME: Jules Bruno
ADDRESS: 195 N.W. 71st Street
Miami, FL 33150

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

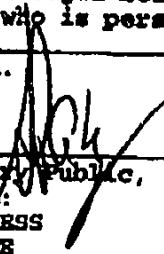
First, that U.S. BODY SHOP, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, Dade County, State of Florida, has named Jules Bruno, located at 195 N.W. 71st Street, Miami, FL 33150 as its agent to accept service of process within this state.

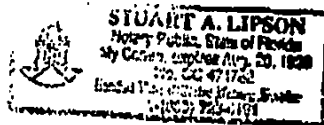
ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Jules Bruno, Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 31st day of January, 1997, by Jules Bruno who is personally known to me or who has produced _____ as identification and who did take an oath.


Notary Public, State of Florida
NAME:
ADDRESS
SUITE
Commission No. :
My commission expires:



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TALLAHASSEE, FLORIDA

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