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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. *BODYWORK LLC*
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

99 JUL 14 AM 11:48
 DEPT. OF STATE
 DIVISION OF CORPORATIONS
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RECEIVED

- Walk in Pick up time *2:00* Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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209A-38011

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 14, 1999

LAZARUS

MIAMI, FL

SUBJECT: BODYWORX INC.
Ref. Number: W99000016204

We have received your document for BODYWORX INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 799A00036276

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BODYWORX PT INC.

Article I - Name

The name of this corporation is Bodyworx PT Inc.

Article II - Purpose

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

Article III - Capital Stock

This corporation is authorized to issue 1000 shares of common stock, \$0.10 par value per share, which shall be designated "Common Shares".

Article IV - Principal Office

The principal office of this corporation is located at 1754 Meridian Avenue, #204, Miami Beach, Florida 33139. The mailing address of this corporation is 1754 Meridian Avenue, #204, Miami Beach, Florida 33139.

Article V - Initial Registered Office and Registered Agent

The Registered Agent is Raquel Berman. The street address of the initial registered office of this corporation is 1754 Meridian Avenue, #204, Miami Beach, Florida .

Article VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) but not more than 5. The name and address of each member of the initial Board of Directors is: Raquel Berman, 1754 Meridian Avenue, #204, Miami Beach, Florida 33139.

Article VII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Oswaldo J. Mora, Esq., 2050 Coral Way, Suite 402, Miami, Florida 33145.

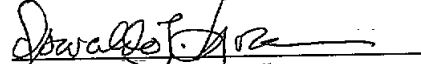
Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

Article IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of July, 1999.


Oswaldo J. Mora, Subscriber
2050 Coral Way, Suite 402
Miami, Florida 33145
Telephone: 305/854-0810

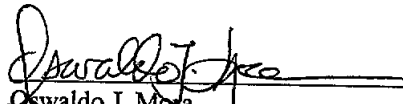
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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
ADDRESS OF OFFICE FOR SERVICE OF PROCESS
AND OF REGISTERED AGENT THEREAT
OF
BODYWORX PT INC.**

The undersigned, being the sole incorporator of the proposed Florida corporation hereinafter named, does hereby certify on behalf of said corporation as follows:

1. The name of the proposed corporation which is submitting herewith its Articles of Incorporation to the Secretary of State of Bodyworx PT Inc.
2. The proposed corporation hereby designates the following address within the State of Florida as the address of its office at which service of process upon it within the State of Florida may be made and at which its Registered Agent for such service shall be kept: c/o 1754 Meridian Avenue, #204, Miami Beach, Florida 33139.
3. The proposed corporation hereby designates the following named individual as its Registered Agent for service of process at the address aforesaid Raquel Berman.

Signed on: July 22, 1999.

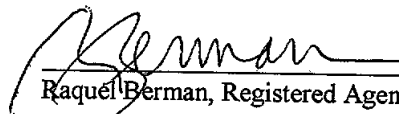


Oswaldo J. Mora
Incorporator of BodyWorx Inc.

**STATEMENT OF ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT
OF
BODYWORX PT INC.**

The undersigned does hereby (a) acknowledge that he is familiar with and accepts the obligations of being designated as Registered Agent for the aforementioned corporation; and (b) accept his appointment of and designation as Registered Agent for service of process within the State of Florida of the proposed corporation named in the above Certificate, and does hereby further state that he may be found as Registered Agent for service of process upon said proposed corporation at the address set forth in Paragraph 2 of the aforesaid Certificate.

IN WITNESS WHEREOF, Raquel Berman as said Registered Agent has caused this Statement to be signed on July 22, 1999.



Raquel Berman, Registered Agent

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