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To: Division of Corporations
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From: Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

BODIES BEST INTERNATIONAL, INC.

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ARTICLES OF INCORPORATION
OF
BODIES BEST INTERNATIONAL, INC.

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ARTICLE 1: NAME

The name of this Corporation is:
BODIES BEST INTERNATIONAL, INC.

ARTICLE 2: DURATION

This Corporation shall exist perpetually as of the date of the filing of these Articles.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$.01 par value common stock.

ARTICLE 5: INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 13114 Hazelcrest St, Spring Hill, Florida 34609.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8775 Hidden River Parkway, Suite 300, Tampa, FL 33637, and the name of the initial registered agent of this Corporation at that address is Andrew L. Adler.

ARTICLE 7: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Stephanie R. Shawkey	13114 Hazelcrest Street Spring Hill, FL 34609

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Andrew L. Adler	8775 Hidden River Parkway Suite 300 Tampa, FL 33637

ARTICLE 9: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: 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.

WHEREFORE, the undersigned has executed these Articles of Incorporation this 17th day of September, 1999.



Andrew L. Adler
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 17th day of September, 1999.



Andrew L. Adler
Registered Agent

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