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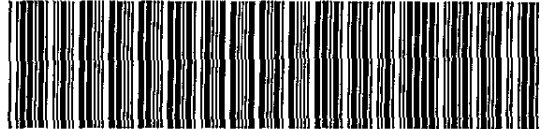
(Business Entity Name)

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Elizabeth Lopez, Esq.
Segarra and Lopez, P.A.
3785 NW 82nd Avenue, Suite 302
Miami, Florida, 33166
(305) 599-6100

October 30, 2002

Division of Corporations
409 East Gaines Street
Tallahassee, Fl 32399

Re: Articles of Incorporation – Physiques ‘N’ Weeks, Inc.

Dear Madam or Sir:

Enclosed please find Articles of Incorporation and Registration of Registered Agent, along with the processing fee of \$70.00.

Please return a stamped copy in the enclosed return envelope.

Thank you.

Sincerely,

Elizabeth Lopez

Enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 4, 2002

ELIZABETH LOPEZ, ESQ.
3785 NW 82ND AVE STE 302
MIAMI, FL 33166

SUBJECT: PHYSIQUES 'N' WEEKS, INC.
Ref. Number: W02000031518

We have received your document for PHYSIQUES 'N' WEEKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 102A00060189

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STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

PHYSIQUES 'N' WEEKS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PHYSIQUES 'N' WEEKS, INC.

The principal place of business of this corporation shall be at P.O. BOX 565744, MIAMI, FLORIDA 33256-5744.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any and all lawful activities or 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 stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered agent of the corporation shall be ~~P.O. Box 565744, Miami, Florida, 33256-5744,~~

* 20823 Sw 86 Court, Miami, Florida 33189. ¹ *[Signature]*

and the name of the initial registered agent of the corporation at that address is Jason D. Goodrich.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 2 officers and 2 directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

Jason D. Goodrich	John Michel
P.O. Box 565744	P.O. Box 565744
Miami, Florida 33256-5744	Miami, Florida 33255-5744

ARTICLE VII. INCORPORATOR

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

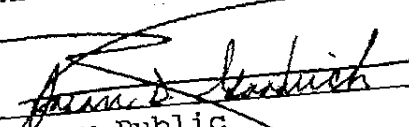
JASON D. GOODRICH
P.O. Box 565744
Miami, Florida, 33256-5744

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 9th day of September, 2002.

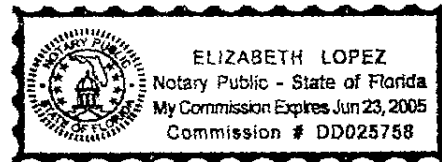
By: Jason D. Goodrich
JASON D. GOODRICH

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 9th
day of September, 2002.


Notary Public
State of Florida at Large

My Commission Expires:



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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 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

PHYSIQUES 'N' WEEKS, 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, County of Dade, State of Florida, has named JASON D. GOODRICH, * ~~P.O. Box 585744~~ ~~Miami, Florida, 33256-5744~~ as its agent to accept service of process within this State.

* 50823 SW 86 Court, Miami, Florida 33189 *do*

Jason D. Goodrich

JASON D. GOODRICH

ACKNOWLEDGEMENT BY DESIGNATED AGENT

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 provision of said Act relative to keeping open said office.

Jason D. Goodrich

JASON D. GOODRICH

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 9TH day of September, 2002.

Elizabeth Lopez

Notary Public
State of Florida at Large

My Commission Expires: _____

