



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

August 13, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 SEP -2 AM 11: 48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Unique Physique's, L.L.C.
P3398344 HEI

Dear Sir or Madam:

Enclosed please find Certificate of Formation (and related documents, if appropriate) and our check in the amount of \$285.00 for Unique Physique's, L.L.C.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

P. Kulesza

Patricia A. Kulesza
Corporate Service Representative

enc.

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-08/20/97-01090--006
*****285.00 *****285.00

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-08/20/97-01090--006
*****285.00 *****285.00

mc 9/2/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1997

PATRICIA A. KULESZA
THE COMPANY CORPORATION
1313 N. MARKET STREET
WILMINGTON, DE 19801-1151

SUBJECT: UNIQUE PHYSICQUES, L.L.C.
Ref. Number: W97000019366

We have received your document for UNIQUE PHYSICQUES, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable. Section 608.406(4), Florida Statutes, states limited liability company names "must be distinguishable upon the records of the Division of Corporations of the Department of State from all other entities or filings, except fictitious name registrations pursuant to section 865.09, Florida Statutes, organized or registered under the laws of this state that are on file with the Division.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 397A00042292

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I.

The name of the Limited Liability Company is: UNIQUE PHYSIQUE'S -
UP ON LINE, L.L.C.

ARTICLE II.

The mailing address and street address of the principal office of the
Limited Liability Company is:

Ty J. HEICK, 440 CARTAGENA ST.,
PUNTA GORDA, FL. 33983-5867

ARTICLE III.

The period of duration for the Limited Liability Company shall be:

UNTIL July 11, 2022

ARTICLE IV.

(choose one)

_____ The Limited Liability Company is to be managed by a
manager or managers and the name(s) and address(es) of such
manager(s) who is/are to serve as manager(s) is/are:

OR

X The Limited Liability Company is to be managed by member(s) and the name(s) and address(es) of the managing member(s) is/are:

Ty J. HEICK, 440 CARTAGENA ST., PUNTA
GORDA, FL. 33983-5867
PATRICIA A. ROWLAND, 440 CARTAGENA, ST,
PUNTA GORDA, FL. 33983-5867

ARTICLE V.

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Given.

ARTICLE VI.

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

YES.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member and authorized representative of a member of
UNIQUE PHYSIQUE'S UP ON LINE, L.L.C. deposes and says:

- 1) The above named Limited Liability Company has at least two members.
- 2) The total amount of cash contributed by the member(s) is \$ 10.00.
- 3) If any, the agreed value of property, other than cash contributed by the member(s) is \$ 0. Provide an itemized description on a separate sheet.
- 4) The total amount of cash or property anticipated to be contributed by the member(s) is \$ 10.00. The total includes amount from #2 and #3 above.


Signature of a member or authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation, under the penalties of perjury that the facts stated herein are true.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the Limited Liability Company is:

UNIQUE PHYSIQUE'S-UP ON LINE, L.L.C.

The name and address of the registered agent and office is:

TY J. HEICK
446 CARTAGENA Street
Punta Gorda, FL-33983-5867

Having been named as registered agent and to accept service of process for the
above named Limited Liability Company at the place designated in this certificate, I
hereby accept the appointment as registered agent and agree to act in this capacity.
I further agree to comply with the provisions of all statutes relating to the proper
and complete performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

Signature

Ty J. Heick

Date

8-7-97