

PO0000012863

January 28, 2000

Florida Dept. of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

Gentlemen:

Please find enclosed a check for \$ 70.00 as a filing fee for
the Articles of Incorporation and Registered Agent
Designation of

BODY SCULPTING BY MICHAEL, INC.

Please return the appropriate documents directly to me.

Thank you for your kind assistance.

Very truly yours,

Robert K. Touhy, CPA

Robert K. Touhy, MBA, CPA
ROBERT K. TOUHY, CPA, P.A.
403 SW 8TH STREET
FORT LAUDERDALE, FLORIDA 33315
954-462-8046

FD OF STATE 1-850-488-9000
SEE WWW.SUNBIZ.ORG FOR ALL INFORMATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell FEB / 2000

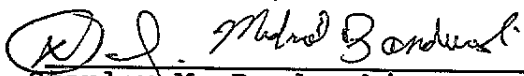
ARTICLES OF INCORPORATION

The undersigned, STANLEY M. BANDURSKI and acknowledge the following Articles of Incorporation:

BODY SCULPTING BY MICHAEL, INC.

1. The general purpose for which the corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated, including providing personal health and physical fitness services under Chapter 607.164 of the Florida Statutes.
2. The aggregate number of shares which the corporation shall have the authority to issue is FIVE HUNDRED (500) shares of One Dollar (\$ 1.00) par value common stock.
3. The street address of the corporation's initial registered office is 3000 N. Ocean Blvd. Suite 201, Fort Lauderdale, FL 33308. The name of the initial resident agent is Stanley M. Bandurski. The address of the principal business office is 3000 N. Ocean Blvd. Suite 201, Fort Lauderdale, Florida 33308.
4. The corporation shall have no directors. The powers and duties conferred or imposed upon the Board of Directors by Chapter 607, Florida Statutes, shall be exercised or performed by the stockholders.
5. The name and address of the corporation's incorporator is Stanley M. Bandurski, 3000 N. Ocean Blvd., Suite 201 Fort Lauderdale, Florida 33308.
6. The corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 28th day of January, 2000.


Stanley M. Bandurski

STATE OF FLORIDA)
COUNTY OF BROWARD)ss.:

BEFORE ME, the undersigned authority, personally appeared Stanley M. Bandurski incorporator of the foregoing Articles of Incorporation, who, after being duly sworn , acknowledged that he executed the same for purposes therein expressed.

WITNESS my hand and seal this 28th day of January, 2000.

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
PEGGY H. RHADIGAN
COMMISSION # CC609570
EXPIRES 1-7-2001
BONDED THRU ASA 1-888-NOTARY1


Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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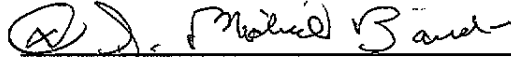
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091 , FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST-- THAT BODY SCULPTING BY MICHAEL, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT 3000 N. OCEAN BLVD.
SUITE 201, FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED
STANLEY M. BANDURSKI, LOCATED AT 3000 N. OCEAN BLVD. SUITE
201, FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


STANLEY M. BANDURSKI
CORPORATE OFFICER
TITLE: PRESIDENT
DATE: JANUARY 28, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


STANLEY M. BANDURSKI
RESIDENT AGENT
DATE: JANUARY 28, 2000