

# COHEN MOHR<sub>LLP</sub>

## Partners

David S. Cohen  
Andrew J. Mohr  
Victor G. Klingelhofer  
William F. Savarino  
Russell J. Gaspar  
Daniel H. DuVal

1420 Beverly Road, Suite 380  
McLean, Virginia 22101  
Voice: (703) 761-1100  
Fax: (703) 761-0180  
www.cohenmohr.com  
dduval@cohenmohr.com

## Of Counsel

Andrew B. Katz\*  
Brian L. Longest\*  
Laurel A. Hockey  
\*Registered Patent Attorneys  
\*Not admitted in DC

Washington Office  
1055 Thomas Jefferson Street, NW  
Suite 504  
Washington, DC 20007  
Voice: (202) 342-2550  
Fax: (202) 342-6147

*P00000033/10*

## MEMORANDUM

### Via FedEx

**To:** Ms. Doris Brown  
Florida Division of Corporations

**From:** Roger A. Seiken *RAS*

**Date:** March 29, 2000

**Re:** **Bodyhealth.com Corporation — Articles of Incorporation**

300003164513--5  
-03/09/00-01103-004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Ms. Brown,

As we discussed, enclosed are the Articles of Incorporation for **Bodyhealth.com Corporation** to be filed with your office. For your convenience, I have also enclosed a copy of the limited partnership's consent to use the name "Bodyhealth.com Corporation." As you indicated, you have already received the applicable filing fee. Please send a certified copy of the filed Articles of Incorporation to my attention in the enclosed, postage-paid envelope. Please call me (703/761-1100) with any questions. Thank you for your cooperation.

### Enclosures

cc: Uri Minkoff  
Bodyhealth.com Corporation

Andrew J. Mohr, Esq.  
Cohen Mohr LLP

*789,3544,3551,3550*  
*m/00-6944*

00 MAR 31 PM 4:27  
RECEIVED  
FLORIDA DIVISION OF CORPORATIONS

\*\* Not admitted in Virginia

**D. BROWN** MAR 31 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 21, 2000

JODY WALTERS/HOLLYMANN, LYON ET AL  
5030 EAST UNIVERSITY BOULEVARD  
SUITE D-103  
ODESSA, TX 79762

SUBJECT: BODY HEALTH.COM CORPORATION  
Ref. Number: W00000006944

We have received your document for BODY HEALTH.COM CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

YOU NEVER SENT THE LETTER OF CONSENT TO FILE THIS DOCUMENT  
SO I'M RETURNING THE DOCUMENT FOR THE NECESSARY  
CORRECTIONS.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 900A00015410

**CONSENT TO USE OF LIMITED PARTNERSHIP NAME**


FILED  
00 MAR 31 PM 4:27  
CLERK OF DISTRICT COURT  
PINELLAS COUNTY, FLORIDA

I, David Minkoff, Registered Agent of Body Health.Com, Limited Partnership, a Florida Limited Partnership, hereby consent to the use of the name Bodyhealth.com Corporation, by Uri Minkoff. This consent has been approved by the Registered Agent of Body Health.Com, Limited Partnership and I have been authorized to sign this consent on behalf of the limited partnership.

EXECUTED this 30 day of March, 2000.

**Body Health.Com, Limited Partnership**


BY: \_\_\_\_\_

  
David Minkoff  
Registered Agent

THE STATE OF FLORIDA §  
§  
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority, on this day personally appeared David Minkoff, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 30 day of March, 2000.

 Gina L. Kugler  
My Commission **CC787193**  
Expires June 15, 2001

  
NOTARY PUBLIC

**ARTICLES OF INCORPORATION  
OF  
BODYHEALTH.COM CORPORATION**

FILED  
00 MAR 31 PM 4:27  
TALLAHASSEE, FLORIDA

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida, hereby certifies that:

**ARTICLE I: CORPORATE NAME**

The name of the corporation shall be BODYHEALTH.COM CORPORATION.

**ARTICLE II: DURATION**

The Corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

**ARTICLE III: PURPOSE**

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial principal place of business and mailing address of the Corporation is:

301 Turner Street, Suite A  
Clearwater, FL 33756

The name and Florida street address of the initial registered agent are:

Uri Minkoff  
301 Turner Street, Suite A  
Clearwater, FL 33756

**ARTICLE V: CAPITAL STOCK**

The Corporation is authorized to issue Fifteen Million (15,000,000) shares of Common Stock which shall be designated "Common Shares." The par value of such shares shall be \$0.01. All or part of said shares may be issued by this Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

## **ARTICLE VI: BOARD OF DIRECTORS**

The number and election of directors of the Corporation shall be determined in accordance with the bylaws of the Corporation.

## **ARTICLE VII: LIABILITY OF DIRECTORS**

The personal liability of the directors of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Law, as the same may be amended and supplemented. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

## **ARTICLE VIII: INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Law, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that he or she is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (all such persons being referred to hereafter as an "Indemnatee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by or on behalf of an Indemnatee in connection with such action, suit or proceeding and any appeal therefrom.

As a condition precedent to his or her right to be indemnified, the Indemnatee must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving him for which indemnity will or could be sought. With respect to any action, suit, proceeding or investigation of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the Indemnatee.

In the event that the Corporation does not assume the defense of any action, suit, proceeding or investigation of which the Corporation receives notice under this Article, the Corporation shall pay in advance of the final disposition of such matter any expenses (including attorneys' fees) incurred by an Indemnatee in defending a civil or criminal action, suit, proceeding or investigation or any appeal therefrom; provided, however, that the payment of such expenses incurred by an Indemnatee in advance of the final disposition of such matter shall be made only upon receipt of an undertaking by or on behalf of the Indemnatee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnatee is not

entitled to be indemnified by the Corporation as authorized in this Article, which undertaking shall be accepted without reference to the financial ability of the Indemnatee to make such repayment; and further provided that no such advancement of expenses shall be made if it is determined that (i) the Indemnatee did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or (ii) with respect to any criminal action or proceeding, the Indemnatee had reasonable cause to believe his or her conduct was unlawful.

The Corporation shall not indemnify an Indemnatee seeking indemnification in connection with a proceeding (or part thereof) initiated by such Indemnatee unless the initiation thereof was approved by the Board of Directors of the Corporation. In addition, the Corporation shall not indemnify an Indemnatee to the extent such Indemnatee is reimbursed from the proceeds of insurance, and in the event the Corporation makes any indemnification payments to an Indemnatee and such Indemnatee is subsequently reimbursed from the proceeds of insurance, such Indemnatee shall promptly refund such indemnification payments to the Corporation to the extent of such insurance reimbursement.

All determinations hereunder as to the entitlement of an Indemnatee to indemnification or advancement of expenses shall be made in each instance by (a) a majority vote of a quorum of the directors of the Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question ("disinterested directors"), or if such a quorum is not obtainable, or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; (b) a majority vote of a quorum of the outstanding shares of stock of all classes entitled to vote for directors, voting as a single class, which quorum shall consist of stockholders who are not at that time parties to the action, suit or proceeding in question, or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding; (c) independent legal counsel (who may, to the extent permitted by law, be regular legal counsel to the Corporation), or (d) a court of competent jurisdiction.

The indemnification rights provided in this Article VIII shall not be deemed exclusive of any other rights to which an Indemnatee may be entitled under any law, bylaw, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of the Indemnitees. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

#### **ARTICLE IX: SEAL**

The seal of the Corporation shall be a circular impression with the name BODYHEALTH.COM CORPORATION around the border.

IN WITNESS WHEREOF, under penalty of perjury, the undersigned Incorporator does hereby subscribe his name and acknowledge the execution of these Articles of Incorporation this 30 day of March, 2000.



By: Uri Minkoff, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation 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.



Uri Minkoff, Registered Agent

3/30/00

Date

FILED  
00 MAR 31 PM 4:27  
CLERK OF STATE  
TALLAHASSEE, FLORIDA