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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials *aj*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 2000

BOB SAVAGE
P.O. BOX 39612
FT. LAUDERDALE, FL 33339-9612

SUBJECT: HARD BODY INC.
Ref. Number: W00000009054

We have received your document for HARD BODY INC. and your check(s) totaling \$78.75. 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.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 900A00018584

ARTICLES OF INCORPORATION OF HARD BODY ENTERTAINMENT INC.

The undersigned, of the subscribers of these Articles of Incorporation, each a natural person competent to contract, and desiring to form a corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby associate themselves together to form a Corporation, by and under the provisions for the formation, liability, rights, privileges, and immunities of a Corporation for profit do declare as follows:

ARTICLE I

The name of the corporation shall be:
HARD BODY ENTERTAINMENT INC.

ARTICLE II

BUSINESS AND POWERS

The general nature of the business proposed to be transacted and carried on, together with the objectives and purpose of the Corporation. The herein corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and will perform any and all of the items herein mentioned as fully and complete to the same extent as a natural person might or could do, By wit:

(A) To engage in any and all endeavors in regard to the business of marketing, advertising, web site developing, promotions, modeling promotion, of any variety whatsoever, not contrary to any laws of the State of Florida.

(B) To purchase, other wise acquire, to own ,mortgage, pledge, sell, assign and/or transfer or otherwise dispose of, and to invent, trade, deal in/with goods, wares, merchandise, or any other personal or real property of every class and description whatsoever.

(C) To buy, sell, repair, hold same, administer, invest, alter, exchange, let, hire, export together with and deal in all kinds of articles for the benefit of the corporation.

ARTICLE III

AMENDMENTS

(1) The bylaws of the corporation may contain provision for managing the business and regulating the affairs of the corporation or may be amended, repealed, added to, or new by-laws may be adopted, by majority vote or written assent of shareholders entitled to exercise a majority of the voting power that is not inconsistent with law or the articles of incorporation.

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TALLAHASSEE, FLORIDA

ARTICLE IV

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 35,000 shares of common stock having a non par value. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purposes or at any organizational meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property to be fixed by the directors of the company. Stock in other corporations or any other going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the directors of the company may decide from time to time.

(1) Initial share holders of the corporation shall be issued ten thousand shares (10,000) for which shall be represented by a stock certificate signed by the president and secretary. Each certificate for which shall be issued in numerical order from the shares certificate book, and a full record of each certificate shall be entered on the stub in the book. Each certificate shall contain an appropriate legend setting forth the restrictions on sale and transfer.

(2) Any transfers of corporate shares shall be made only on the books of the corporation by a holder of record or his or her duly authorized attorney in fact. No shareholder may sell, pledge, or transfer his or her shares of the corporation without first offering the his/ her shares to the corporation.

(3) No shareholder shall enter into a voting trust agreement or any other type of agreement which vests in another person the authority to exercise the voting power of any or all of his or her stock.

(4) If any officer, shareholder, agent, or employee of the corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of professional services, he or she shall immediately sever all employment with the corporation and shall not there after participate or share, directly or indirectly, in any earnings or profits realized by the corporation.

ARTICLE V

MINIMUM CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than ONE THOUSAND DOLLARS.

ARTICLE VI

TERMS OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VII
OFFICES

The initial principal registered office of the corporation even though it may have any other offices as the business of the corporation as it may require from time to time. The principal office of the corporations street address is 124 N. E. 19 Court B-2190, City of Fort Lauderdale, County of Broward, State of Florida, 33305-1064. Furthermore the principal post office mailing address of this corporation is P. O. Box 39612, City of Fort Lauderdale, County of Broward, State of Florida, 33339-3962.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a board of not less than one nor more than three directors.

ARTICLE IX
INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors selected and shall have qualified, are the following:

The officers of the corporation there shall be a President, a Secretary, and a Treasurer, and any other officers as the shareholders may determine from time to time. One person may hold two or more officers position.

(1) All officers of the corporation shall be elected or re-elected annually by the majority of the shareholders at their annual meeting. Each officer shall hold office until a successor is elected and qualified, or until he or she resigns or is removed or otherwise disqualified to serve.

(2) The holders of twenty five (35 %) percent of the corporation's stock may remove any officer from office with or without cause by affirmative vote or by execution of a written agreement to that effect. Any officer who becomes disqualified to or perform the services of the corporation affairs or who accepts employment that places restrictions or limitations on his or her continued rendering of the services shall, immediately on the effective date of the disqualification or employment, cease to be an officer.

(3) The officers of the corporation shall have the customary powers and duties of their respective offices, subject to any limitation as the shareholders may from time to time prescribe, and shall have any other powers as may be conferred by the shareholders.

(4) The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors selected and shall have qualified, are the following:

NAME: BOB SAVAGE
PRESIDENT

ADDRESS: 124 N E. 19 COURT
Building B Suite B-219
FORT LAUDERDALE, FL 33305-1046

ARTICLE X
ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporation of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of the stock to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the state of Florida and the execution of the necessary instruments of assignment.

ARTICLE XI
SUBSCRIBERS

The names and street addresses of each person signing these Articles of Incorporation are:

BOB SAVAGE

ADDRESS: 124 N E. 19 COURT
Building B Suite 219
FORT LAUDERDALE, FL 33305-1064

ARTICLE XII
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered agent of this corporation is 124 N E. 19 COURT, Building B, Suite 219, FORT LAUDERDALE, FL , 33305-1046 and the name of the initial registered agent of this corporation at that address is BOB SAVAGE.

ARTICLE XIII
TRANSACTION WITH RELATED PARTIES

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly , may be party or parties to or may be interested in any, such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud shall be effected or invalidated by the fact any director or directors of the corporation is a party or parties to be interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. This Article XII shall apply equally

to contract other transactions between the corporation and interested persons including the subscribers of initial directors.

ARTICLE XIV **INDEMNIFICATION**

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law either now or hereafter.

ARTICLE XV **EXPENSE REIMBURSEMENT**

The corporation shall reimburse it's corporate officers and directors for all expenses reasonably and necessarily incurred in the performance of their official duties. These reimbursed expenses shall include, but shall not be limited to, travel expenses, the expense of furnishing an automobile, entertainment expenses for the promotion of the corporations business, professional and other dues, attendance at forums, lectures, and other meetings conducted for the continuing education of its directors.

ARTICLE XVI **OFFICE**

The corporation shall furnish the officers and directors with a private office, all necessary secretarial assistance, and any other facilities and services as are considered customary, suitable to the position, and adequate for the performance of official duties for the corporation.

ARTICLE XVII **LIFE INSURANCE**

The corporation shall have power to purchase and maintain insurance, on behalf of any person who is currently or has been a director, officer, employee, or agent of the corporation, or who is or has serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under law.

(1) The corporation shall provide an insurance plan for key man life insurance for its officers and directors. The general purpose of this life insurance is to provide to the corporation as beneficiary or beneficiaries named by the officers or director the equivalent of three times the directors annual salary at the time of death. The cost of the life insurance is to be borne by the corporation. The corporation reserves the right to change the life insurance and its life insurance carrier in its sole discretion. If the corporate officer or director dies during the term

of his employment, the corporation shall pay to the corporate officers estate as the full and complete compensation that otherwise would be payable to the corporate officers.

ARTICLE XVIII

MEDICAL INSURANCE

The corporation shall maintain a policy of insurance for the payment of hospitalization costs and certain medical expenses incurred by the corporate officers and his/ her family. The corporate officers shall become eligible to participate in the corporation's insurance plan on the completion 30 days employment.

(1) The cost of the previously mentioned insurance shall be borne by the corporation. The corporation reserves the right to change carriers or plans provided that no new plan after the commencement of the corporate officer's eligibility and shall provide lower benefits than those provided in the plan in effect on the date of eligibility.

ARTICLE XIX

MEDICAL INSURANCE

The corporation shall provide for and pay the officers and directors with all necessary legal expenses, legal appeals cost, secretarial assistance, and any other expenses incurred as are considered customary, suitable to the position, and adequate for the performance of official duties for the corporation.

The corporation shall retain and maintain legal counsel and provide for the payment of legal costs and certain legal expenses incurred by the corporate officers and his/ her family. The corporate officers shall become eligible to participate in the corporation's legal plan on the completion 30 days employment.

(1) The cost of the previously mentioned legal plan shall be borne by the corporation. The corporation reserves the right to add, change attorneys.

ARTICLE XX

LIABILITY OF CORPORATION

All matters of eligibility for coverage or benefits under any plan or plans of health, life, hospitalization, or other insurance shall be determined in accordance with provisions of the insurance policies and shall provide for the benefit of the corporation. The corporation shall not be liable to the corporate officer's family, heirs, executors or beneficiaries, for any payment payable or claimed to be payable under the plan of insurance.

ARTICLE XXI
TERMINATION OF MARITAL RELATIONSHIP

(1) If the marital relationship of a shareholder is terminated by death or divorce, and the shareholder does not succeed to his/her spouse's community interest in the stock of the corporation, then the remaining shareholders shall have the option to purchase the spouse's interest in the stock of the corporation, and the spouse or the executor or administrator of the spouse's estate shall be obligated to sell the stock to the current shareholder. The option must be exercised within 90 days after the divorce or death of the shareholder's spouse and the price of the stock shall be as determined by fair market value. If the shareholder fails to exercise the option within the 120 day period, the corporation shall have the option to purchase the stock as though the divorce or death of a shareholder's spouse constituted an event requiring sale.

(2) To the extent that the corporation is prevented by law from purchasing all or any portion of the stock owned by a shareholder, or shareholder's spouse, who shall be required to sell the shares under the terms of this agreement, the remaining shareholders of the corporation shall purchase all or the portion of the stock from the selling shareholder, or spouse, or estate, and the latter shall sell the same for the price and on the terms and conditions provided. In the event that this section becomes operative, each shareholder of the corporation shall purchase that portion of the stock which is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

ARTICLE XXII
LIABILITY OF OFFICERS AND DIRECTOR INDEMNIFICATION

(1) The corporation shall indemnify its officers and directors 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 or criminal, administrative or investigative, by reason of the fact that he or she is or was acting as a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against expenses (including reasonable attorneys fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal of such action, suit or proceedings, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful.

(2) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter in such action, suit or proceeding, against all expenses, including attorneys fees, actually and reasonably incurred, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of

conduct.

(3) The indemnification provided for in this article shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person for a period of 10 years.

(4) In addition to the indemnification provided for in this article, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

ARTICLE XXIII

TERMINATION OF MARITAL RELATIONSHIP

(1) If the marital relationship of a shareholder is terminated by death or divorce, add: the shareholder does not succeed to his/her spouse's community property interest in the stock of the corporation, then the remaining shareholders shall have the option to purchase the spouse's interest in the stock of the corporation, and the spouse or the executor or administrator of the spouse's estate shall be obligated to sell the stock to the shareholder. The option must be exercised within 120 days after the divorce or death of the shareholder's spouse and the price of the stock shall be as determined by fair market value. If the shareholder fails to exercise the option within the 120 day period, the corporation shall purchase the stock as though the divorce or death of a shareholder's spouse constituted an event requiring sale.

(2) To the extent that the corporation is prevented by law from purchasing all or any portion of the stock owned by a shareholder, or shareholder's spouse, who is required to sell the shares under the terms of this agreement, the remaining shareholders of the corporation shall purchase all or the portion of the stock from the selling shareholder, or spouse, or estate, and the latter shall sell the same for the price and on the terms and conditions provided. In the event that this section becomes operative, each shareholder of the corporation shall purchase that portion of the stock which is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

ARTICLE XXIV

SHARE HOLDERS' MEETINGS

Meetings of the shareholders shall be held annually on the first Thursday of March at 1:00 P.M., unless the day is a weekend or legal holiday, in which event, the meeting shall be held at the same hour and the same place on the next succeeding business day that is not a legal holiday.

(1) Special meetings of the share holders may be called from time to time by the written request of the holders of fifty (50 %) percent of the outstanding shares entitled to vote at the special meeting.

(2) Notice of any regular or special meeting of the shareholders shall specify the place, date, and hour of the meeting, and the purposes of the meeting. Written notice of the

meeting shall be given to each shareholder of record and shall be personally delivered to the shareholder at his or her address as it appears on the record of shareholders of the corporation not less than 10 nor more than 60 days before the meeting.

(3) Every shareholder shall be entitled to one vote for each share standing in his or her name on the record of shareholders. All corporate actions, other than actions as to which the vote of a larger proportion is required by law, shall be determined by the vote of a majority of share holders present in person or by proxy.

(4) Any person entitled to vote at a shareholder's meeting may authorize another person or persons to act for him or her by a proxy executed in writing by the share holder or his or her agent. Proxies shall be valid only if executed in favor of another shareholder of the corporation.

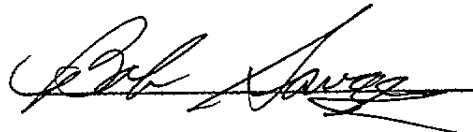
(5) The stockholders may take any action without a meeting if a writing setting forth the action taken is signed by all persons who would have been entitled to vote on the action at a meeting and filed with the secretary of the corporation as part of the corporate records.

(6) Any vacancy occurring with the corporate officers by death, resignation, disqualification, or otherwise shall be filled by a majority vote of the remaining directors at a special meeting which shall be called for that purpose within 30 days after the vacancy occurs. The chosen successor shall hold office for the unexpired term of the predecessor in office.

ARTICLE XXV
EFFECTIVE DATE

The effective date of this corporation shall be the date these Articles are filed in the office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned subscribers for the purpose of forming a corporation to do business in the state of Florida under the laws of the state of Florida, do make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true on this 18 day of April, in the year 2000..



STATE OF FLORIDA:

: COUNTY OF BROWARD :

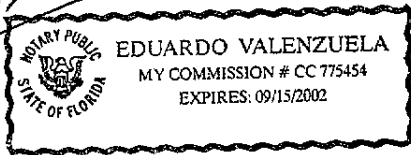
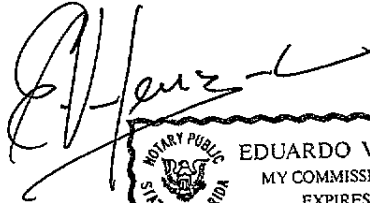
On this day before me an officer duly authorized to administer oaths and take acknowledgments in the county and state aforesaid personally appeared Bob Savage, who is well known to be the incorporator described herein and who executed the forgoing Articles of Incorporation of **HARD BODY ENTERTAINMENT INC.**, and who acknowledged that he executed the same as such incorporator for the purpose herein/therein expressed.

WITNESS my hand and official seal at, BROWARD COUNTY, FLORIDA on this 18 day of April 2000.



Notary Public, State of Florida

My commission expires:

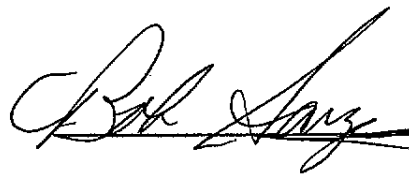


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA NAMING AGENT**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED ON : BOB SAVAGE , 124 N E. 19 COURT, Building B,
Suite 219, FORT LAUDERDALE, FL 33305-1064.

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted,
in compliance with said Act:

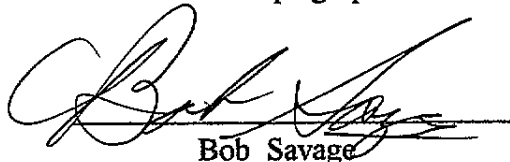
That **HARD BODY ENTERTAINMENT INC.**, is desiring to organize under
the laws of the State of Florida with its principal office as indicated in the Articles of
Incorporation at: 124 N. E. 19 COURT, Building B Suite 219, FORT LAUDERDALE, FL.
33305-1046, and has named BOB SAVAGE as its Resident Agent to accept service of process
within this state.



00 APR 21 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby accept the responsibility as to act in this capacity and
agree to comply with the provisions of said Act relative to keeping open said office.


Bob Savage