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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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00 SEP 22 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BODY ARCHITECTURE, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

BODY ARCHITECTURE, INC.

ARTICLE I - NAME

The name of this Corporation is
Body Architecture, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date
these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all
lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of
\$1.00 par value, which said shares shall be designated as
"Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office
of the Corporation is

3556 Flamingo Drive

Miami Beach, FL 33140

The name of the initial Registered Agent of this

Corporation is William B. Holefolder

MICHAEL K. FISH, CPA., P.A.
7700 N. KENDAL DRIVE
SUITE 501

P.02/04

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director.
The number of directors may increase from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

William B. Holefelder
3556 Flamingo Drive
Miami Beach, FL 33140

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

William B. Holefelder
3556 Flamingo Drive
Miami Beach, FL 33140

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

MICHAEL K. FISH, CPA., P.A.
7700 N. KENDAL DRIVE
SUITE 501
P.03/04

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ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of September, 2000.

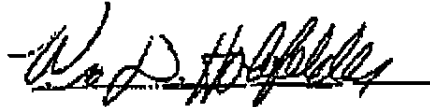


William B. Holefelder

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statute Section 48.091 and any amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of September, 2000.



William B. Holefelder

Registered Agent

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MICHAEL K. FISH, CPA, P.A.
7700 N. KENDAL DRIVE
SUITE 501

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