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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 : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
00 OCT 17 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BODY CYCLE DIRECT, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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Feb
10/18

ARTICLES OF INCORPORATION
OF
BODY CYCLE DIRECT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 17 AM 8:40

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ARTICLE I. NAME

The name of this corporation is:

BODY CYCLE DIRECT, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of COMMON STOCK, with a par value of TEN (\$10.00) dollars each.

ARTICLE V. AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE THOUSAND (\$5,000.00) DOLLARS.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholders upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:

2950 SW 30TH AVE., unit #1, Pembroke Park, FL 33009

The name of the initial registered agent of this corporation is:
Steven Bowcutt

The corporation principal office shall be:
2950 SW 30TH AVE., unit #1, Pembroke Park, FL 33009

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have (three) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address (es) of the initial Board of Director(s) of this corporation is (are):

Joseph F. Caceres 2950 SW 30th AVE., Pembroke Park, FL 33009

Steven Bowcutt 2950 SW 30th AVE., Pembroke Park, FL 33009

Carlos Jimenez 2950 SW 30th AVE., Pembroke Park, FL 33009

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. INCORPORATORS

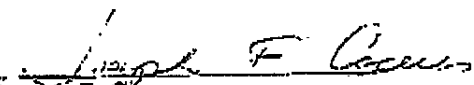
The name and address of the person(s) signing these Articles of Incorporation is (are):

Joseph F. Caceres 2950 SW 30th AVE., Pembroke Park, FL 33009

Steven Bowcutt 2950 SW 30th AVE., Pembroke Park, FL 33009

Carlos Jimenez 2950 SW 30th AVE., Pembroke Park, FL 33009

IN WITNESS THEREOF, we, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seal this 31st day of August, 2000.


Joseph F. Caceres


Steven Bowcutt

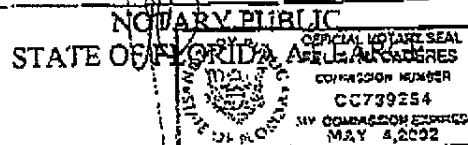

Carlos Jimenez

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY THAT on this day, before me a Notary Public duly authorized in the above-mentioned State and County to take acknowledgments, personally appeared

-----Joseph F. Caceres, Steven Bowcutt and Carlos Jimenez-----
to me well known and known to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hands and official seal in the City of Miami, County of Miami-Dade and State of Florida, this 31st day of August 2000.



CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT WHO PROCESS MAY BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

First- BODYCYCLE DIRECT, INC.

Qualified to do business under the laws of the State of Florida with its principal office at 2950 SW 30th AVE., Pembroke Park, State of Florida, has appointed Steven Bowcutt, 2950 SW 30th AVE., Pembroke Park, State of Florida, as its agent to accept service of process within this State.

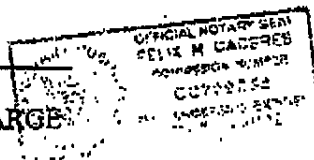
ACKNOWLEDGMENT

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


Steven Bowcutt

Sworn to and subscribed before me,
This 31st day of August 2000

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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00 OCT 17 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA