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BODI BY KELLI, INC.
12938 Planters Creek Circle
Jacksonville, Florida 32224

FILED

01 FEB 14 AM 10:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 2, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: BODI BY KELLI, INC.

Dear Madam, dear Sir:

Please find enclosed an original and one (1) copy of the articles of incorporation for **BODI BY KELLI, INC.**, and a check for \$78.75, for the filing fee and certificate.

Thank you for your consideration in this matter.

Best regards,



KELLI M. LEMIRE
President

Enclosures/as

*Done 2/15/01
qv*

ARTICLES OF INCORPORATION

of

BODI BY KELLI, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these articles of incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be:

BODI BY KELLI, INC.

The principal place of business and mailing address of this corporation shall be:

**12938 Planters Creek Circle
Jacksonville, Florida 32224**

The President and Board of Director members may from time to time move the office to any other place in Florida.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is to design and operate a fitness based web site to be utilized by the general public via the internet.

To manufacture, purchase, or otherwise acquire, and own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class,

kind, and description; except that it is not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the Board of Directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or to hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES (1,000) (NO PAR)

ARTICLE IV. TERM

This corporation shall have a perpetual existence.

ARTICLE V. DIRECTORS

This corporation shall have **two (2)** directors initially. The number of directors may be increased from time to time by the by-laws. Any director may be removed at

any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VI. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors of this corporation are:

**Kelli M. Lemire
12938 Planters Creek Circle
Jacksonville, Florida 32224**

and

**Joseph R. Lemire
12938 Planters Creek Circle
Jacksonville, Florida 32224**

ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscribers of these articles of incorporation is:

**Kelli M. Lemire
12938 Planters Creek Circle
Jacksonville, Florida 32224**

and

**Joseph R. Lemire
12938 Planters Creek Circle
Jacksonville, Florida 32224**

ARTICLE VII. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted and amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the

Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interest director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE X. INDEMNITY

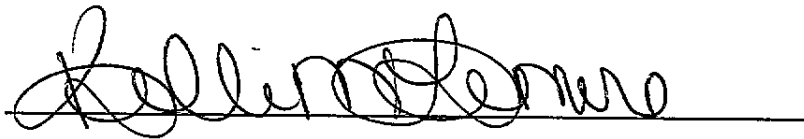
This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suite or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XI. AMENDMENT

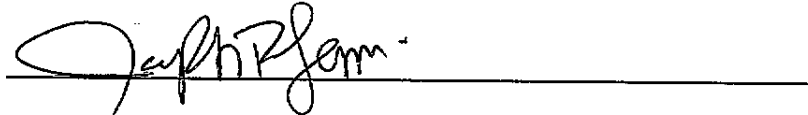
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by **FIFTY (50) PERCENT** of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being natural persons competent to contract, has hereunto set his hand and affixed his seal the 5th day of Feb 2001.

Kelli M. Lemire



Joseph R. Lemire



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

KELLI M. LEMIRE

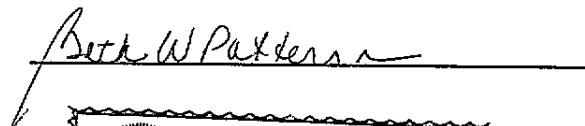

and

JOSEPH R. LEMIRE

to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this

5th day of Feb 2001.

ARTICLES OF INCORPORATION

of

BODI BY KELLI, INC.

ACCEPTANCE OF REGISTERED AGENT

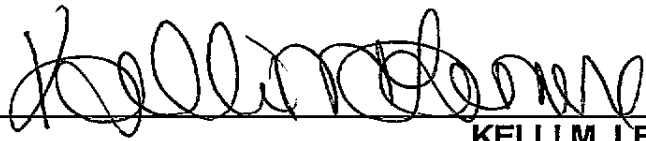
The undersigned, KELLI M. LEMIRE, hereby accepts the designation as registered agent of BODI BY KELLI, INC., a Florida profit corporation and agrees to maintain an office as required by Law and accept service or process and other legal notices that are required to be served and may be sent to the corporation at the registered office of the corporation, which is as follows:

BODI BY KELLI, INC.

12938 Planters Creek Circle, Jacksonville, FL 32224

I hereby am familiar with and accept the duties and responsibilities as registered agent for BODI BY KELLI, INC., a corporation established by these articles of incorporation pursuant to the rules and regulations concerning corporations as established by Statutes of the State of Florida.

DATED this 5th day of February 2001, AD


KELLI M. LEMIRE

WITNESS my hand and official seal in County of Duval and the State of Florida, this 5th day of February 2001, AD

