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February 14, 2001

FILED
01 FEB 23 AM 9:11
SECURITY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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*****70.00 *****70.00

**RE: Formation of corporation:
BODY WORKS BY LINDSEY, INC.**

Dear Sir or Madam:

Enclosed please find Articles for the incorporation of "Body Works By Lindsey, Inc., along with our check in the amount of \$70.00 for the filing fee.

We have also enclosed a copy of the Articles to be date stamped and returned to the undersigned at the address set forth on the letterhead above.

Thanking everyone touching this for all assistance, I remain

Very truly yours,

W. James Butler

W. James Butler

WJB:rb
Enclosures:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
BODY WORKS BY LINDSEY, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **BODY WORKS BY LINDSEY, INC.**,
(hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE 3 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by these Articles or applicable law.

ARTICLE 4 – PRINCIPAL OFFICE

The physical and mailing address of the principal office of this Corporation is 301 n. Belcher Road, Clearwater, Florida 33765.

ARTICLE 5 – CORPORATE CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (1,00)** shares of common stock, each share having a par value of **ONE CENT (\$.01)**.

4.2 No holder of shares of stock of any class shall have a preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock in any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of stock of any class, whether now or hereinafter authorized, or securities convertible into shares of its stock of any class, whether now or hereinafter

authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the Corporation.

ARTICLE 5 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 6 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of the Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 7 – BY-LAWS

The Board of Director(s) of the Corporation shall have power, without the assent of the shareholders, to make, alter, amend or repeal the By-laws of the Corporation, provided that such action will in each case require the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action.

ARTICLE 8 – DIRECTORS

The Corporation shall have no directors initially. The affairs of the Corporation will be managed by the shareholders until such time as directors are designated as provided by the Bylaws.

ARTICLE 9 – SECTION 1244 INTERNAL REVENUE CODE

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE 10 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code.

10.1 The shareholder(s) of the Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code, unless the shareholders of the Corporation unanimously agree otherwise in writing.

10.2 After the Corporation has elected to be an S Corporation, none of the shareholders of the Corporation, without the written consent of all of the shareholders of the Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which would result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code.

10.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by the Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code.

ARTICLE 13 – TERM OF EXISTANCE

The Corporation shall have perpetual existence.

ARTICLE 14 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 15 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of the Corporation is 301 N. Belcher Road, Clearwater, Florida 33765. The name and address of the registered agent of the Corporation is W. James Butler, 301 N. Belcher Road, Clearwater, Florida 33765.

ARTICLE 16 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

W. James Butler
BUTLER LAW GROUP, P.A.
301 N. Belcher Road
Clearwater, Florida 33765

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of February, 2001.

W. James Butler

W. James Butler, Incorporator

ACCEPTANCE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

W. James Butler, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

W. James Butler

W. James Butler