

Mark S. Dickens - CPA

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PO1000091004

September 6, 2001

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

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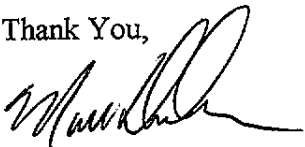
Dear Sirs,

Please find enclosed Articles of Incorporation for **Brandon Bodyworks, Incorporated** along with a check for \$78.75 for filing and certified copy fees. Please process and send copies to the address listed below.

Should you have questions or if anything is out of order please contact the undersigned.

Mr. Mark S. Dickens - CPA
9340 N. 56th St. - Suite 200-A
Temple Terrace, FL 33617

Thank You,



Mark S. Dickens - CPA

FILED
2001 SEP 13 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
9/17/01

EFFECTIVE DATE

9/15/01

Articles of Incorporation
of
Brandon Bodyworks, Incorporated

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopt these Articles of Incorporation and form a for profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I

CORPORATION'S NAME AND ADDRESS

The name of the Corporation is **Brandon Bodyworks, Incorporated.**

The principal mailing address of the Corporation is **10220 Fisher Ave. Unit #2, Tampa, FL 33617.**

ARTICLE II

TERM OF EXISTENCE

The corporate existence of the Corporation shall commence **September 15, 2001**, as provided by Section 607.0203(1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

NATURE OF BUSINESS

The Corporation is organized for the purpose of engaging in any and all lawful businesses.

ARTICLE IV

POWERS

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issues its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

ARTICLE IV (continued)

POWERS

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation including public servants, teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administrations and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business, which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees and for any or all of the directors, officers, and employees or any subsidiaries it may have;

(p) be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue a maximum of 300 shares of common stock, par value of one dollar (\$1.00) to be outstanding at any one time. This stock is hereby designated as Section 1244 stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 9340 N. 56th Street, Suite 200-A, Tampa, FL 33617 and the initial registered agent of the Corporation at such office shall be Mark S. Dickens, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII

DIRECTORS

The Corporation shall have two (02) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least two (02) but no more than eight (08) directors. The names and addresses of the initial directors of the Corporation, who shall serve until his/her/their successors are duly elected and qualified, are:

	Name		Address
	Chris Wymko 074-58-6932		1509 Ledgestone Drive Brandon, FL 33511
	Steven Foos 119-54-1105		1318 West Yukon Street Tampa, FL 33617

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are:

	Name	Address
	Chris Wynimko 074-58-6932	1509 Ledgestone Drive Brandon, FL 33511
	Steven Foos 119-54-1105	1318 West Yukon Street Tampa, FL 33617

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Stockholders.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

PRE-EMPTIVE RIGHTS

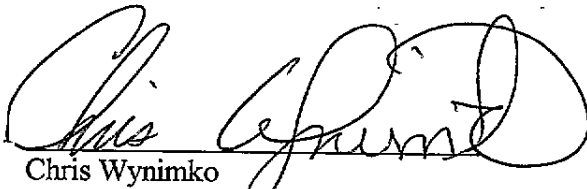
Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or waive his or her pre-emptive rights by affirmative written notice of waiver within thirty (30) days

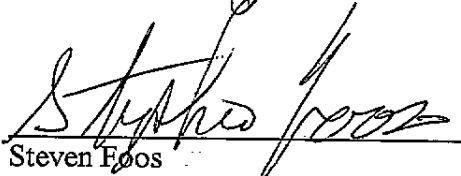
of receipt of notice of the Corporation's issuance of shares.

ARTICLE XIII
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 7 day of September, 2001.


Chris Wynimko


Steven Foos


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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named Registered Agent and designated to accept service of process for Brandon Bodyworks, Incorporated @ 9340 N. 56th Street, Suite 200-A, Tampa, FL 33617, I hereby agree to act in the capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



Mark S. Dickens

9/7/01

Date