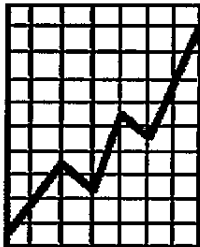


P02000024895

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



Newman & Company, P.A.

Certified Public Accountants
3535 First Avenue North
St. Petersburg, Florida 33713
(727) 327-6608 • Fax 327-4463

500005082065--9
-03/01/02--01041--002
*****78.75 *****78.75

FILED
02 MAR - 1 PM 3: 39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 26, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 323314

Re: Body Balance of Clearwater, Inc.
Articles of Incorporation

To whom it may concern:

Enclosed are the articles of incorporation for the above named corporation along with a check for \$78.75 payable to "Department of State" to cover the filing fees.

If you have any questions please call Keith Newman at (727) 327-6608.

Sincerely,

Keith Newman

03-06-02

ARTICLES OF INCORPORATION
OF
BODY BALANCE of CLEARWATER, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name and address of the corporation is:

Body Balance of Clearwater, Inc.
230 Windward Island
Clearwater, FL 33763

02 MAR -1 PM 3:39
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II

The period of duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is to transact any business under the laws of the United States and of this state.

ARTICLE IV

The aggregate number of shares the corporation shall have authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address in Florida of the initial registered office of the corporation is 3535 First Ave. North, St. Petersburg, FL 33713. The name of the initial registered agent at such address is Keith Newman.

ARTICLE VI

The initial board of directors shall consist of one member(s) who need not be a resident of the State of Florida or shareholder of the corporation. The number of directors may be increased or decreased from time to time by the bylaws but shall never be less than one.

ARTICLE VII

The name and address of the person(s) who shall serve as director(s) until the first annual meeting of the shareholders, or until their successor shall have been elected and qualified, are as follows:

Catherine Whitehurst
230 Windward Island
Clearwater, FL 33763

ARTICLE VIII

The name and address of the incorporator is as follows:

Catherine Whitehurst
230 Windward Island
Clearwater, FL 33763

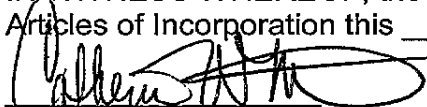
ARTICLE IX

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than two-thirds vote of common stock.

ARTICLE X

The corporation shall commence existence on the date the Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it.

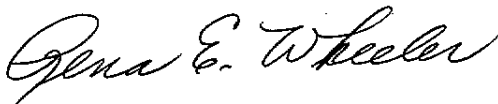
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of February, 2002.

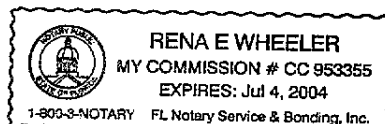

Catherine Whitehurst

State of Florida
County of Pinellas

Before me, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared Catherine Whitehurst known to me to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at St. Petersburg, said County and State this 26th day of February, 2002.





ACCEPTANCE OF RESIDENT AGENT

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



Keith Newnhan