

PD2000052554

BROOKER & ROONEY, P.A.
ATTORNEYS AT LAW

Elizabeth Stewart Brooker

Michele S. Harris
Legal Assistant

EFFECTIVE DATE

4-23-02

John G. Rooney

Diana M. Beasley
Legal Assistant

April 26, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800005390558--6
-04/30/02-01028--001
*****70.00 *****70.00

**RE: ARTICLES OF INCORPORATION FOR:
BODIES N BALANCE, INCORPORATED**

Dear Sir/Madam:

Enclosed with this letter please find the following:

1. Original and one copy of the Articles of Incorporation; and
2. This firm's check in the amount of \$70.00, representing your filing fee and certificate.

Your attention to this matter is appreciated.

Sincerely,

Diana Beasley for

Elizabeth Stewart Brooker

ESB/db

Enclosures: As stated above.

Michele GAVE
AUTHORIZATION BY PHONE TO
CORRECT commence date
DATE 5-13-02
DOC. EXAM D. White

FILED
02 APR 30 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE

9-23-02

FILED

**ARTICLES OF INCORPORATION
OF**

02 APR 30 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BODIES N BALANCE, INCORPORATED

ARTICLE ONE - NAME

The name of this corporation is BODIES N BALANCE, INCORPORATED.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence commencing on April 23, 2002.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is initially authorized to issue 100 shares of One Dollar (\$1.00) par value common stock that shall be designated as "Common Shares."

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5550 Juniper Street, Fort Pierce, Florida 34982, and the name of the initial registered agent of this corporation at that address is BOB T. SAUNDERS.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is:

BOB T. SAUNDERS, 5550 Juniper Street, Fort Pierce, Florida 34982
PATSY W. SAUNDERS, 5550 Juniper Street, Fort Pierce, Florida 34982

ARTICLE SEVEN - INCORPORATOR

The name and address of the Incorporator signing these articles is: BOB T. SAUNDERS, 5550 Juniper Street, Fort Pierce, Florida 34982.

ARTICLE EIGHT - INDEMNIFICATION

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

ARTICLE NINE - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

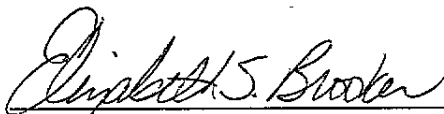
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 18th day of April, 2002.


BOB T. SAUNDERS

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BOB T. SAUNDERS, personally known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18th day of April, 2002.


NOTARY PUBLIC
State of Florida at Large

My commission expires:




Elizabeth S. Brooker
★ My Commission CC912002
Expires February 20, 2004

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

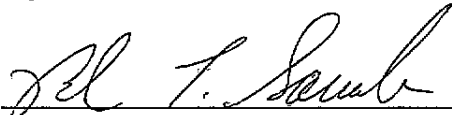
FIRST that BODIES N BALANCE, INCORPORATED desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5550 Juniper Street, Fort Pierce, Florida 34982 has named BOB T. SAUNDERS located at 5550 Juniper Street, Fort Pierce, Florida 34982 as its agent to accept service of process within Florida.

Dated:



BOB T. SAUNDERS,
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



BOB T. SAUNDERS,
Resident Agent

FILED
02 APR 30 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA