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ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1954)
JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS*
RUSSELL A. WHITE
DANA ZIEGLER HOLDING
MARK F. BOOTH
CHARLES M. KRAMER

*ALSO ADMITTED TO GEORGIA BAR

VICTORIA PARK CENTRE, SUITE 300
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 462-1431
TELECOPIER (954) 763-2692
WEBSITE www.rmzlaw.com

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August 14, 2002

CORPORATE RECORDS BUREAU

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

FILED
2002 AUG 20 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Incorporation of TOTAL HEALTH & BODY CONCEPTS, INC.

Dear Sir or Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation for **TOTAL HEALTH & BODY CONCEPTS, INC.** Further enclosed is our trust check payable to the Secretary of State in the amount of \$78.50 to cover the filing fee and registered agent designation and one certified copy of the Articles of Incorporation.

Please return to our office a copy of the Articles as filed. Thank you for your prompt attention to this matter.

Very truly yours,
ROGERS, MORRIS & ZIEGLER

Mark F. Booth

MFB:nmk
Enclosures

8/21/02

ARTICLES OF INCORPORATION
OF

TOTAL HEALTH & BODY CONCEPTS, INC.

FILED

2002 AUG 20 AM 10:15

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is: **TOTAL HEALTH & BODY CONCEPTS, INC.**

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

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

Article IV - Capital Stock (Voting and Non-Voting Stock)

This corporation is authorized to issue **One Hundred Thousand (100,000) shares of One (\$1.00) Dollar** par value common stock.

Article V - Principal Office

The street address of the principal office of this corporation is **3200 South Andrews Avenue, Suite 105, Fort Lauderdale, FL 33316.**

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **3200 South Andrews Avenue, Suite 105, Fort Lauderdale, FL 33316** and the name of the initial registered agent of this corporation at that address is **BETH W. KAUFMAN.**

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increase or diminished from time to time by the By-Laws but shall never be less than one (1).

Director:

BETH W. KAUFMAN - President/Secretary/Director

Address 3200 South Andrews Avenue, Suite 105
Fort Lauderdale, FL 33316

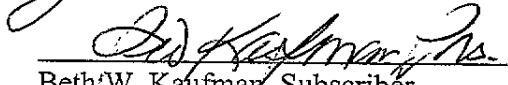
RICHARD R. KAUFMAN - Vice President/Treasurer

Address 3200 South Andrews Avenue, Suite 105
Fort Lauderdale, FL 33316

Article VIII- Incorporator

The name and address of the person signing these Articles of Incorporation is: **Beth W. Kaufman, 3200 South Andrews Avenue, Suite 105, Fort Lauderdale, FL 33316.**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of August, 2002.

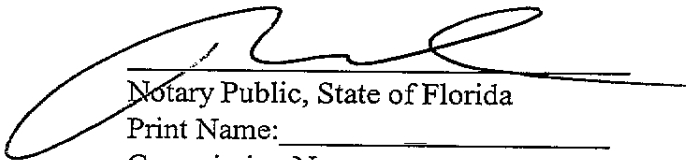

Beth W. Kaufman, Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a notary public, appeared Beth W. Kaufman, who is personally known to me or who has produced _____, upon which I relied as identification, and being known to me to be the person described in and who executed the foregoing instrument, and acknowledged under oath to and before me that he executed said instrument for the purposes expressed therein.

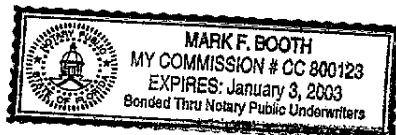
WITNESS my hand and official seal on this 14th day of August, 2002.

My Commission Expires:


Notary Public, State of Florida

Print Name: _____

Commission No.: _____



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT **TOTAL HEALTH & BODY CONCEPTS, INC.**, DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 3200 SOUTH ANDREWS AVENUE, SUITE 105, FORT
LAUDERDALE, FL 33316, HAS NAMED BETH W. KAUFMAN LOCATED AT 3200 SOUTH
ANDREWS AVENUE, SUITE 105, FORT LAUDERDALE, FL 33316, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED 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 AND COMPLETE
PERFORMANCE OF MY DUTIES.


BETH W. KAUFMAN

DATED: 8/14, 2002.

FILED
2002 AUG 20 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA