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REFERENCE : 782570 124904A

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 70.00

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02 OCT 15 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 15, 2002

ORDER TIME : 11:56 AM

ORDER NO. : 782570-005

CUSTOMER NO: 124904A

CUSTOMER: John P. Miller, Cpa
John P. Miller, C.p.a., P.a.

2499 Glades Road, Suite 305a

Boca Raton, FL 33431

RECEIVED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE
INITIALS: [illegible]

DOMESTIC FILING

NAME: BODY SHOTS LIMITED, INC.

EFFECTIVE DATE:

500008381645--9

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

me 10/15

ARTICLES OF INCORPORATION

of

BODY SHOTS LIMITED, INC.

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02 OCT 15 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

BODY SHOTS LIMITED, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Body Shots Limited, Inc.
6245 North Federal Highway, Suite 401
Ft. Lauderdale, FL 33308

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares of One Dollar (\$1.00)
Par Value Common Stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is:

R. Lawrence Bonner
100 South East 2nd Street, 34th Floor
Miami, FL 33131

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

John P. Miller
2499 Glades Road, Suite 305A
Boca Raton, FL 33431

ARTICLE IX -- OFFICERS AND DIRECTORS

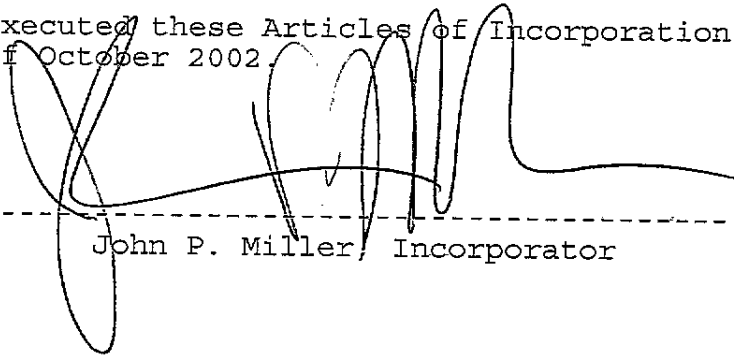
The name, address, and title of the initial one corporate officer is as follows:

John Taddeo, President
6245 North Federal Highway, Suite 401
Ft. Lauderdale, FL 33308

The name, address, and title of the initial one corporate director is as follows:

John Taddeo, Director
6245 North Federal Highway, Suite 401
Ft. Lauderdale, FL 33308

The undersigned has executed these Articles of Incorporation this fourteenth day of October 2002.



John P. Miller, Incorporator

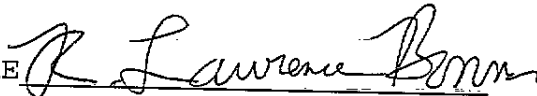
CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Body Shots Limited, Inc.
2. The name and address of the registered agent and office is:

R. Lawrence Bonner
100 South East 2nd Street, 34th Floor
Miami, FL 33131

SIGNATURE

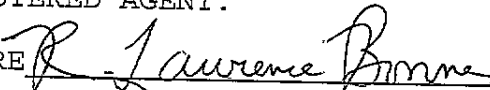


TITLE: Registered Agent

DATE: October 14th, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: October 14th, 2002

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TALLAHASSEE, FLORIDA