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April 1, 2003

Secretary of State Divisions of Corporations 409 E. Gaines St. Tallahassee, Florida 32399

Re: Body Bronze II, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50.

A self-addressed stamped envelope has been provided for your convenience for the return of the recorded Articles.

Thank you for your cooperation in this matter.

Very truly/yours,

DAVID J. WOLFMAN

DJW/ct Enclosure

ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE
TALL AHASSEE, FLORIDA

BODY BRONZE II, INC.

ARTICLE I - NAME

The name of this corporation is BODY BRONZE II, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized to engage in the business, and to do all such acts and things as may be necessary or convenient to carry out the purposes intended by the organization of this corporation and, finally for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is, 7640 N. Wickham Rd., Suite 103, Melbourne, Fl 32940 and the name of the initial registered agent of this corporation is David J. Wolfman, whose address is 200 W. Merritt Island Cswy., Merritt Island, FL 32953.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

BRIAN WATTS 253 Crockett Blvd.

Suite 255

Merritt Island, FL 32953

TERESA WATTS 253 Crockett Blvd.

Suite 255

Merritt Island, Fl 32953

DAVID J. WOLFMAN

1322 Montrose Way

Melbourne, Fl 32940

TRICIA WOLFMAN

1322 Montrose Way Melbourne, Fl 32940

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

DAVID J. WOLFMAN

1322 Montrose Way Melbourne, Fl 32940

ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - SHAREHOLDER QUORUM AND VOTING

51% of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BODY BRONZE II, INC., which contained in the foregoing Articles of Incorporation. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED this 1st day of April, 2003.

DAVID J. WODAMAI

Registered Agent

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IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 1st day of April, 2003.

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SECRETARY OF STATIALLAHASSEE, FLO

BODY BRONZE II, INC.

VOLFMAN

STATE OF FLORIDA COUNTY OF BREVARD

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared DAVID J. WOLFMAN, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of April, 2003.

CLAUDIA THARPE
MY COMMISSION # CC 918706
EXPIRES: July 18, 2003
Bonded Thru Notary Public Underwriters

Notary Public

My Commission expires: