

P03000041605

Ray Bechtol
780 Belville Blvd
Naples FL
34104

(City/State/Zip/Phone #)

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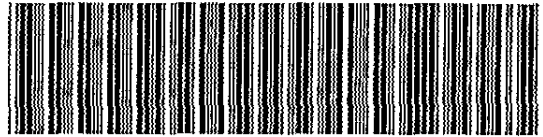
(Business Entity Name)

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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
BODY ELITE OF NAPLES, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 APR -9 PM 12: 24

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

The nature of the business and objects and purposes to be transacted and carried on by this corporation is to conduct a Massage Therapy business and all related activities and to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world.

The corporation may engage in any activity or business permitted under the laws of the United States or of this State. No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer of offices, individually or jointly may be a party or parties to, or interested in any contract or transaction of this corporation, or in which this corporation is interested in and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that

any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise be interested.

ARTICLE II

The name of the corporation shall be:

BODY ELITE OF NAPLES, INC.

ARTICLE III

The authorized capital stock of this corporation shall be seven thousand five hundred (7500) shares with a par value of one dollar (\$1.00) per share.

ARTICLE IV

The principal place of business of this corporation shall be:

780 Belville Blvd
Naples, FL 34104

ARTICLE V

The business of the corporation shall be managed and conducted by a Board of Directors of not less than one (1) nor more than two (2) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-laws of

the Corporation. The initial Board of Directors shall be composed of one director and the name and address of the director are as follows:

Kay Bechtol
780 Belville Blvd
Naples, Fl 34104

ARTICLE VI

The street address of the corporation is:

780 Belville Blvd, Naples, Florida, 34104, and the name and address of the registered agent of this corporation is:

Kay Bechtol
780 Belville Blvd
Naples, Fl 34104

ARTICLE VII

The name and address of the person forming this corporation is:

Kay Bechtol
780 Belville Blvd
Naples, Fl 34104

ARTICLE VIII

The annual meeting of the stockholders shall be held at the office of the corporation on the second Monday in July of each and every year. The executive officers of this corporation shall be a President, a Secretary, a Treasurer, and at the option of the stockholders, one or more Vice-presidents. The office of any one or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as aforesaid. The stockholders shall have the power to fill any vacancy in any office.

ARTICLE IX

The first meeting of the incorporated and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal this

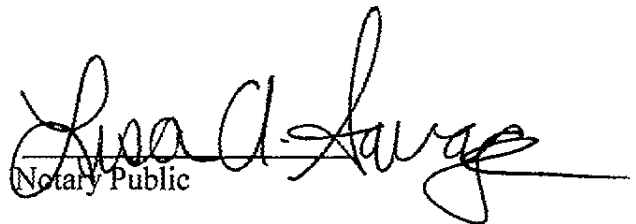
7th day of March 2003.


Kay Bechtol/Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at Collier and State and County
this 7th day of April 2003.


Notary Public

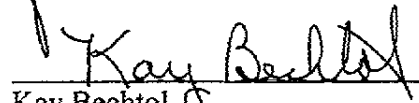


Lisa A. Savage
MY COMMISSION # DD146035 EXPIRES
December 18, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

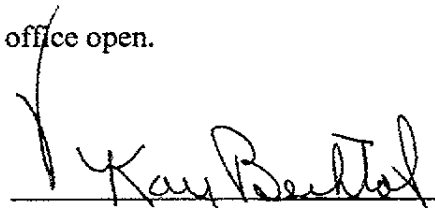
CERTIFICATION OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: BODY ELITE OF NAPLES, INC.

desires to organize under the laws of state of Florida with the principal place of business as indicated in the Articles of Incorporation, located in Naples, Florida Collier County, and has named Kay Bechtol as its agent to accept service of process in this and designates said address as the registered office.


Kay Bechtol

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


Kay Bechtol

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