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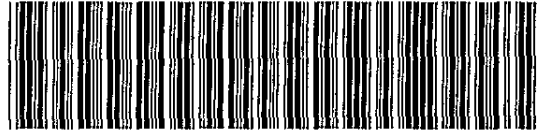
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JOSEPH L. BOLES, JR.

Attorney at Law

19 Riberia Street
St. Augustine, Florida 32084

Voice: (904) 824-4278
Telefax: (904) 826-0937

July 23, 2003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32031

RE: Shapes for Women, Inc.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Additionally, please find enclosed a check in the amount of \$70.00 representing payment of same.

Please file the enclosed Articles of Incorporation and return a copy to our office.

Thank you for your courtesies in this matter.

Sincerely,



Kristi Robertson
Assistant to Mr. Boles

/kwr
enclosures

**ARTICLES OF INCORPORATION
OF
SHAPES FOR WOMEN, INC.**

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CLERK OF DISTRICT COURT
JACKSONVILLE, 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: The name of this corporation is Shapes for Women, Inc.

ARTICLE II: The principal place of business and mailing address of this corporation is South Lake Plaza, 2245 SR 210, Jacksonville, FL 32259.

ARTICLE III: The initial number of shares which this corporation is authorized to have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV: The initial registered office of this corporation shall be 19 Riberia Street, St. Augustine, FL 32084, and the initial registered agent of the corporation at such shall be **JOSEPH L. BOLES, JR.**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V: The corporation is to exist perpetually. The corporation shall be able to engage in any and all businesses that are in accordance with any and all State and/or Federal laws

ARTICLE VI: The name and street address of the incorporator to these Articles of Incorporation is:

**MARY A. LEONARD
4013 SIOUX CIRCLE
JACKSONVILLE, FL 32259**

The undersigned has executed these Articles of Incorporation this 23 day of JULY, 2003.


MARY A. LEONARD
TITLE: PRESIDENT

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.05-1, 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 Shapes for Women, Inc.
2. The name and address of the registered agent and office is: JOSEPH L. BOLES, JR., 19 Riberia Street, St. Augustine, FL 32084.



MARY A. LEONARD
TITLE: PRESIDENT

Date: JULY 23, 2003

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CLERK OF DISTRICT COURT

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Shapes for Women, Inc., at the place designated in the Articles of Incorporation, JOSEPH L. BOLES, JR. agrees to comply with the provisions of Section 48.091, relative to keeping open such office.


JOSEPH L. BOLES, JR.

Date: JULY 23, 2003

leonard1.03j