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(City/State/Zip/Phone #)

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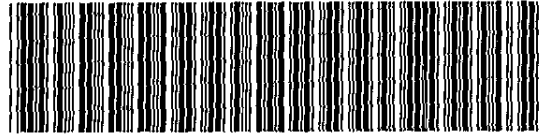
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CORPORATION(S) NAME

Zen Bodyworks, Inc.

- Profit
- NonProfit Amendment Merger
- Foreign Dissolution Mark
- Limited Partnership Annual Report Other
- Reinstatement Reservation Change of Registered Agent
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ZEN BODYWORKS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, under the Laws of the State of Florida, hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is: ZEN BODYWORKS, INC.

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation and its objects and purposes are to do any and all things hereinafter set out or provided and to exercise all the powers now or hereafter conferred by the Laws of the State of Florida upon business corporations as fully and to the same extent as a natural person might or could in all parts of the world, namely:

1. To engage in the practice of, and offer services for, holistic health, education, and training.
2. To engage in each and every aspect of real and personal property transactions and general business of a corporation.
3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real

and personal property, and services of every class, kind and description, and to do anything a natural person can do.

4. To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and counties.
5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporation property, or other instruments to secure the payments of corporate indebtedness as required.
6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
7. To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences or indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
8. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.
9. To make gifts of its property or cash, either to charitable organizations

- or otherwise, when deemed in the interest of the company.
10. To adopt such pension, profit sharing, stock option, and deferred compensation plans for an officer, employee or director and to grant such stock options to officers, employees, directors and others as the directors may deem to in the interest of the company.
 11. To do all and everything necessary, suitable, or proper for the accomplishment of any purposes of objects either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as a natural person might or could do as principal, agent, contractor or otherwise.
 12. The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the purposes and powers of this corporation.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares at no par value.

ARTICLE IV

The amount of capital with which this corporation will commence business is Five Thousand Dollars (\$5,000.00).

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ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The street address of the principal office of this corporation in the State of Florida shall be: 630 East Ocean Avenue, Suite 102, Boynton Beach, Florida 33435; provided that the Board of Directors may from time to time move the said principal office to any other place in Florida.

ARTICLE VII

The corporation shall have one (1) director initially; provided that the number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The name and address of the subscribers of these Articles of Incorporation, the members of the first Board of Directors, and the officers of the corporation who shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

NAME	Lenore C. Maio
TITLE	President
ADDRESS	177 Harvard Drive, Lake Worth, Florida 33460

1. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.
2. The initial By-Laws of this corporation shall be adopted by the

Directors. The By-Laws may thereafter be amended from time to time by the directors at any regular meeting of said directors or any special meeting called for that purpose.

3. Ownership of stock shall not be required to render any person eligible to hold office either as an officer or director of this corporation.
4. The corporation, may, by By-Law provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as it may deem appropriate
5. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at any meeting to any defect or insufficiency of notice.
6. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation

in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transactions by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such a vote. This paragraph shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

7. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

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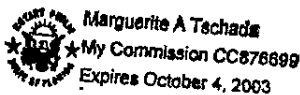
and incorporator
IN WITNESS WHEREOF, I, the subscriber above named as the sole incorporator
of ZEN BODYWORKS, INC. hereunto set my hand and seal this 26th day of August,
2003.

Lenore Maio
LENORE MAIO Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, LENORE MAIO,
known to be the person described in the foregoing Articles of Incorporation and who
acknowledged to me that she executed said Articles of Incorporation as her free and
voluntary act and deed for the use and purposes therein set forth and expressed.

SWORN TO and subscribed before me this 26th day of August, 2003.



(Seal)

Marguerite Tschada

Notary Public - State of Florida
at Large

My Commission Expires:

Marguerite Tschada

Printed Name of Notary

Personally Known or Produced Identification _____
Type of Identification Produced _____

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

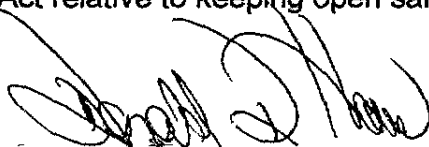
IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST - That Lenore C. Maio, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boynton Beach, Palm Beach County, State of Florida, has named DONALD D. HORRAS, located at: Morgan Stanley, 2400 E. Commerical Blvd., Suite 1200, Ft. Lauderdale, Florida 33308, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.

DATED: August 26, 2003



DONALD D. HORRAS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA