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**EFFECTIVE DATE**

1-1-04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JAN -5 PM 4:37

FILED

T BROWN JAN 12 2004

*JQH Accounting & Business Solutions, Inc.*

9690 Heather Circle East, Palm Beach Gardens, FL 33410

**M E M O**

**DATE:** January 2, 2004  
**TO:** Division of Corporations, Dept. of State  
**FROM:** Judy Hyland

.....  
**COMMENTS:**

Please find enclosed a check in the amount of \$87.50, along with original Articles of Incorporation for Physiology of Physique & Co., Inc.. and an additional copy. We would like to have starting date of Corporation as of January 5, 2004 Please send the recorded documents to the attention of:

Judy Hyland  
9690 Heather Circle East  
Palm Beach Gardens, FL 33410

If you could expedite as soon as possible. Thank you for your prompt attention to this matter.

Judy ☺

**ARTICLES OF INCORPORATION**  
**OF**  
**PHYSIOLOGY OF PHYSIQUE & CO., INC.**

**FILED**  
04 JAN -5 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the florida general corporation act, hereby adopt the following articles of incorporation:

**ARTICLE I - NAME**

The name of this corporation is Physiology of Physique & Co., Inc.

**EFFECTIVE DATE**  
1-1-04

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on January 1, 2004 upon filing of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation shall have to issue is 1000, all of which shall be common shares with par value of \$1.00.

**ARTICLE V - PREEMPTIVE RIGHTS GRANTED**

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5600 No. Flagler Drive,

PH 105, West Palm Beach, FL 33407 and the name of the initial registered agent of this corporation at that address is Todd C. Lindner.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial board of directors of this corporation are:

Todd C. Lindner, 5600 No. Flagler Dr. PH105, West Palm Beach, FL 33407.

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

Judith Q. Hyland, 9690 Heather Circle East, Palm Beach Gardens, FL 33410.

ARTICLE IX - INDEMNIFICATION

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

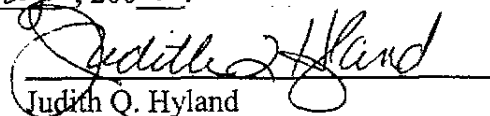
ARTICLE X - AMENDMENT

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

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

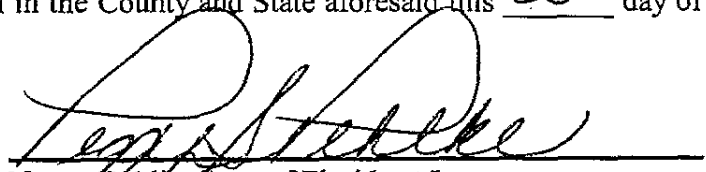
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2<sup>nd</sup> day of January, 2004.

  
Judith Q. Hyland

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared JUDITH Q. HYLAND, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 2 day of January, 2004



Notary Public, State of Florida at Large  
My Commission Expires:

Type or Print Notary Name: \_\_\_\_\_

[Notary Seal]



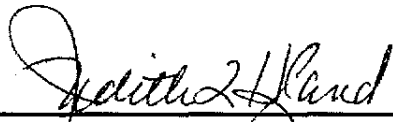
Peggy S. Pehlke  
MY COMMISSION # DDB22395 EXPIRES  
June 27, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with section 48.091, Florida statutes, the following is submitted:

Physiology of Physique & Co., Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5600 No. Flagler Drive, PH105, West Palm Beach, FL 33407, has named Todd C. Lindner as registered agent, located at same address, as its agent to accept service of process within florida.

  
\_\_\_\_\_  
Signature of Incorporator

Dated: 1/2/04

**ACCEPTANCE**

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
Signature of Registered Agent

Dated: 1/2/04