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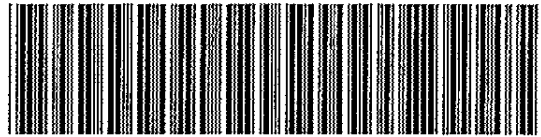
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WILL-TEX ENTERPRISES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be Will-Tex Enterprises, Inc.

ARTICLE II

PURPOSE

This Corporation is organized for all lawful purposes and to conduct all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of 100 (one hundred) shares of common stock at no par value, and nonassessable.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing address of this Corporation shall be Royal Palm Beach, FL. The initial registered office of this Corporation shall be located at 1530 N. Federal Highway, Lake Worth, FL 33460, and the name of the initial Registered Agent of this Corporation shall be Cathy L. Kamber, Esquire.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall initially have two Directors. The number of Directors may be changed from time to time by the By-Laws, but shall never be less than one (1). The

names and addresses of the initial Directors are Carolyn Ann Williams, whose address is 13464 Hyacinth Court, Wellington, FL 33414 and Jennifer Teixeira, whose address is 12993 Meadowbreeze Drive, Wellington, FL 33414.

ARTICLE VI

SPECIAL PROVISIONS

The following special provisions shall govern this Corporation:

1. The time and place of the annual Shareholder's meeting and the annual Director's meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any Shareholder or Director may waive notice of the time, place and purpose of any meeting, either before, at, or after such meeting.

2. There shall be a President, Vice-President, Secretary and Treasurer of this Corporation, and such assistants as the Shareholder may, by resolution, determine to be necessary and/or as provided in the By-Laws. This Corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the Shareholder and/or in the By-Laws. Any person may hold two or more offices. The Shareholder may, at any time, by majority vote at a duly called and noticed meeting, declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, a Director may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.

3. The Director may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

4. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

5. No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Officers or Directors of the Corporation is or are interested in, or is an Officer or Director, or are Officers or Directors of such other corporations, and any Officer, Officers or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Officer, Officers or Directors of the Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Corporation, and each and every person who may become an Officer or Director of this Corporation is hereby relieved from any liability that might otherwise exist from, thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation which he may be in any way interested.

ARTICLE VII

OFFICERS

The officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence, or until their successors are elected and qualified, shall be:

President	Carolyn Ann Williams
Vice President	Jennifer Teixeira
Secretary	Carolyn Ann Williams
Treasurer	Carolyn Ann Williams

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Carolyn Ann Williams, whose address is 13464 Hyacinth Court, Wellington, FL 33414.

ARTICLE IX

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

COMMENCEMENT

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes Section 607.0203, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation this 16 day of January, 2004.

Carolyn Ann Williams
CAROLYN ANN WILLIAMS, Incorporator

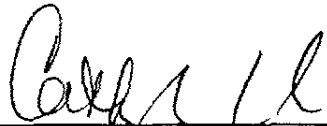
STATE OF FLORIDA)
 }SS:
COUNTY OF PALM BEACH)

Before me, the undersigned authority, personally appeared CAROLYN ANN WILLIAMS, to be personally known or who has produced personally known as Identification and to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the same for the

purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the
County and State aforesaid this 16 day of January, 2004.

My Commission Expires:



NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE



Cathy L. Kamber
MY COMMISSION # DD210461 EXPIRES
May 7, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

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

Pursuant to Section 48.091, Florida Statutes, and Section 607.0501, Florida Statutes, the following is submitted in compliance with said Statute.

First: That Will-Tex Enterprises, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Curves Royal Palm Beach, 1153 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411, has named Cathy L. Kamber as its registered agent to accept service of process within the State of Florida.

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 such capacity, and agree to comply with the provisions of said Statutes relative to keeping open said office.



Cathy L. Kamber