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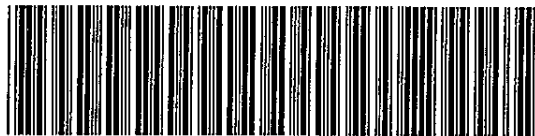
(Business Entity Name)

(Document Number)

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05 AUG 18 AM 8:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch AUG 19 2005

LAW OFFICES OF
BRYN & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW

ONE BISCAYNE TOWER, SUITE 2680
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-0501
FACSIMILE (305) 372-8068
E-MAIL: mark@markbryn.com

August 16, 2005

Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Shape U, Inc.

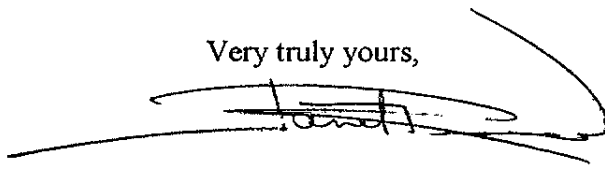
Dear Sir or Madam,

Enclosed for filing is an original and one copy of Articles of Incorporation for the above referenced company.

Additionally, payment is also enclosed in the amount of \$70.00 in payment of the filing fees.

Should you have any questions please contact the undersigned at the address noted above.

Very truly yours,

A handwritten signature in black ink, appearing to read "Janet Reed", is written over a horizontal line.

Janet Reed
Paralegal

**ARTICLES OF INCORPORATION
OF
Shape U, Inc.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **Shape U, Inc.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

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ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Kimberly Ann Jones
950 Euclid Avenue
Suite 206
Miami Beach, Florida 33139

ARTICLE VII

The name of the initial president of the corporation is:

Kimberly Ann Jones
950 Euclid Avenue
Suite 206
Miami Beach, Florida 33139

ARTICLE VIII

The name and address of the incorporator signing these Articles is:

Mark J. Bryn
2 South Biscayne Boulevard
Suite 2680
Miami, Florida 33131

ARTICLE IX

The name and address of the initial registered agent and the initial registered office is:

Mark J. Bryn
2 South Biscayne Boulevard
Suite # 2680
Miami, Florida 33131

ARTICLE X

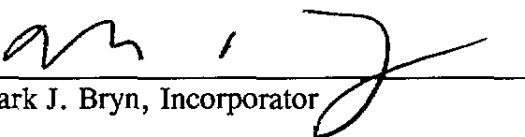
The initial By-laws of the corporation shall be adopted by the directors. Thereafter, By-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

ARTICLE XI

The principal place of business and mailing address of this corporation is:

950 Euclid Avenue
Suite 206
Miami Beach, Florida 33139

EXECUTED at Miami-Dade, Florida, this 16TH day of August, 2005.



Mark J. Bryn, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

Shape U, Inc., desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Boulevard, Suite #2680, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Mark J. Bryn

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TALLAHASSEE, FLORIDA