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2007 AUG 14 A 11:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE AUG 15 2007

MCNAMARA LAW FIRM, P.A.  
Attorneys at Law

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Terrance P. McNamara, Esq.  
Laurie Hammers McNamara, Esq.

Via FedEx Overnight

August 13, 2007

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Body Concepts & Co., Inc.

Dear Department of State:

Attached please find Articles of Incorporation (in duplicate) for the above mentioned entity.

Please file the same and return copies to my attention. A check in the amount of \$70.00 is enclosed.

Thank you.

Sincerely,



Terrance P. McNamara, Esq.

TPM/bm

**ARTICLES OF INCORPORATION**

**FILED**

**OF**

2007 AUG 14 A 11:09

**BODY CONCEPTS & CO., INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

- 1.1 The name of the corporation is Body Concepts & Co., Inc.

**ARTICLE II**

**Duration**

- 2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**

**Purpose**

- 3.1 This corporation is organized to conduct any and all lawful business.

**ARTICLE IV**

**Capital Stock**

- 4.1 This corporation is authorized to issue one thousand (1000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

**ARTICLE V**

**Preemptive Rights**

- 5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

## ARTICLE VI

### Initial Registered Office and Agent

- 6.1 The street address of the initial principal and registered office of this corporation is 400 Corey Avenue, 2<sup>nd</sup> Floor, St. Pete Beach, FL 33706, and the name of the initial registered agent of this corporation is Terrance P. McNamara, Esq.

## ARTICLE VII

### Initial Board of Directors

- 7.1 This corporation shall have one (1) director initially.
- 7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
- 7.3 The name and address of the initial director of this corporation is:

Kimberly R. Albert  
5914 19<sup>th</sup> Avenue S.  
Gulfport, FL 33707

## ARTICLE VIII

### Incorporator

- 8.1 The name and address of the Incorporator and person signing these Articles is:

Terrance P. McNamara, Esq.  
400 Corey Avenue, 2<sup>nd</sup> Floor  
St. Pete Beach, FL 33706

## ARTICLE IX

### Officers

9.1 The name and address of the initial officers of this corporation are:

President:	Kimberly R. Albert 5914 19 <sup>th</sup> Avenue S. Gulfport, FL 33707
Vice-President:	Belinda Albert 5301 Gulf Blvd. C507 St. Pete Beach, FL 33706
Secretary:	Kimberly R. Albert 5914 19 <sup>th</sup> Avenue S. Gulfport, FL 33707
Treasurer:	Belinda Albert 5301 Gulf Blvd. C507 St. Pete Beach, FL 33706

## ARTICLE X

### Indemnification

10.1 The corporation shall indemnify its officers, directors, incorporators and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

## ARTICLE XI

### Amendment

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator  
has executed these Articles of Incorporation on this 13<sup>th</sup> day of August,  
2007.



\_\_\_\_\_  
Terrance P. McNamara, Esq.,  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

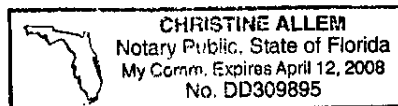
BEFORE ME, the undersigned authority, personally appeared  
Terrance P. McNamara, Esq., well known to me to be the person  
described above, and he acknowledged to me that he executed the same  
for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 13<sup>th</sup> day of  
August, 2007.



\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for Body Concepts & Co., Inc. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.



\_\_\_\_\_  
Terrance P. McNamara, Esq.

**FILED**  
2007 AUG 14 A 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 13<sup>th</sup> day of August, 2007.



\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

