

P9500000007

interoffice
MEMORANDUM

to: Corporate Records Division, Florida Department of State
cc:
from: Ron Van Johnson *Ron Van Johnson*
re: Body By Janee', Inc.
date: December 5, 1994

EFFECTIVE DATE

1. Please call or contact me directly if there are any questions.

1-2-95

2. Please forward filed articles to my attention at the below address.

200001346602
-12/07/94--01084--001
****122.50 ****122.50

Thank you

FILED
94 DEC 30 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
from the desk of...

Ron Van Johnson
President
Florida Business Assistance Corporation
5644 Colcord Ave. #11
Jacksonville, FL 32211

(904) 721-4200
Fax: (904) 791-9349

Efficient
1/4/94

1994-26251

Rec-12/7

**BODY BY JANE', INC.
611 W. 46TH STREET
JACKSONVILLE, FL 32208**

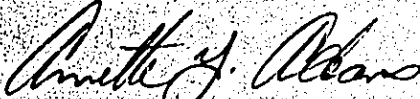
NOVEMBER 28, 1994

**CORPORATE RECORDS DIVISION
FLORIDA DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314**

GENTLEMEN:

**ENCLOSED FIND ONE ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION OF BODY BY JANE', INC.
ALSO FIND ENCLOSED A CHECK PAYABLE TO THE SECRETARY OF STATE IN THE
AMOUNT IS \$122.50 WHICH INCLUDES THE STATUTORY FILING FEE. YOUR
ASSISTANCE IN ESTABLISHING THIS CORPORATION IS APPRECIATED.**

SINCERELY,



**ANNETTE YVONNE ADAMS
PRESIDENT**

904-721-4200

ENCLOSURES



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 8, 1994

BODY BY JANE'S INC.
ANNETTE YVONNE ADAMS
611 WEST 46TH STREET
JACKSONVILLE, FL 32208

SUBJECT: BODY BAY JANE'S, INC.
Ref. Number: W94000026251

We have received your document for BODY BAY JANE'S, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

~~Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.~~

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 594A00052412

~~EFFECTIVE DATE OF CORPORATION~~

~~IS JANUARY 2, 1995~~

~~Thank you~~

ARTICLES OF INCORPORATION
OF
BODY BY JANEY, INC.

FILED
94 DEC 30 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER, ANNETTE YVONNE ADAMS, TO THESE ARTICLES OF INCORPORATION, BEING NATURAL PERSONS COMPETENT TO CONTRACT, DESIRING THAT THEY MAY BE INCORPORATED, FOR SUCH PURPOSE DO HEREBY MAKE, EXECUTE AND ADOPT THE FOLLOWING ARTICLES OF INCORPORATION TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION IS:

BODY BY JANEY, INC.

EFFECTIVE DATE

1-2-95

ARTICLE II

THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF THE STATE OF FLORIDA, WITH ALL THE POWERS CONFERRED UPON CORPORATIONS BY THE PRESENT AND FUTURE LAWS AND STATUTES OF SAID STATE, AND AS DETERMINED BY THE STOCKHOLDERS.

ARTICLE III

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

1000 SHARES OF COMMON STOCK OF
PAR VALUE OF \$1.00 PER SHARE

THE SHAREHOLDERS SHALL HAVE PRE-EMPTIVE RIGHTS. EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

THE SHAREHOLDERS MAY, BY BY-LAW PROVISION OR BY WRITTEN SHAREHOLDERS' AGREEMENT, IMPOSE SUCH RESTRICTIONS ON THE SALE, TRANSFER OR ENCUMBRANCE OF THE STOCK OF THIS CORPORATION AS THEY MAY SEE FIT.

ARTICLE IV

THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE AND THE COMMENCEMENT OF THE CORPORATE EXISTENCE SHALL BE ~~NOVEMBER 28, 1994~~

JANUARY 2, 1995

ARTICLE V

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS 611 W. 46TH STREET, JACKSONVILLE, FL 32211. DIRECTORS FROM TIME TO TIME MAY MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VI

THIS CORPORATION SHALL HAVE ^{ONE} ~~TWO~~ DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESSES OF THE INITIAL DIRECTORS ARE AS

NAME

ADDRESS

ANNETTE YVONNE ADAMS

611 W. 46TH STREET
JACKSONVILLE, FL 32208

ARTICLE VII

IT IS THE INTENT OF THE INCORPORATORS THAT THE CORPORATION WILL QUALIFY UNDER SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VIII

THE NAME AND ADDRESSES OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

NAME

ADDRESS

ANNETTE YVONNE ADAMS

611 W. 46TH STREET
JACKSONVILLE, FL 32208

ARTICLE IX

THE CORPORATION SHALL INDEMNIFY ANY AND ALL PERSONS WHO MAY SERVE OR WHO HAVE SERVED AT ANY TIME AS DIRECTORS OR OFFICERS, OR WHO AT THE REQUEST OF THE BOARD OF DIRECTORS OR OFFICERS OF ANOTHER CORPORATION IN WHICH THE CORPORATION AT SUCH TIME OWNED OR MAY OWN SHARES OF STOCK OR OF WHICH IT WAS OR MAY BE A CREDITOR, AND THEIR RESPECTIVE HEIRS, ADMINISTRATORS, SUCCESSORS, AND ASSIGNS, AGAINST ANY AND ALL EXPENSES, INCLUDING AMOUNTS PAID UPON JUDGMENTS, COUNSEL FEES, AND AMOUNTS PAID IN SETTLEMENT (BEFORE OR AFTER SUIT IS COMMENCED), ACTUALLY AND NECESSARILY INCURRED BY SUCH PERSONS IN CONNECTION WITH THE DEFENSE OR SETTLEMENT OF ANY CLAIM, ACTION, SUIT OR PRECEDING IN WHICH THEY, OR ANY OF THEM, ARE MADE PARTIES, OR A PARTY, OR WHICH MAY BE ASSERTED AGAINST THEM OR ANY OF THEM, BY REASON OF BEING OR HAVING BEEN DIRECTORS OR OFFICERS OR A DIRECTOR OR OFFICER OF THE CORPORATION, OR OF SUCH OTHER CORPORATION, EXCEPT IN RELATION TO MATTERS AS TO WHICH ANY DIRECTOR OR OFFICER OR FORMER DIRECTOR OR OFFICER OR PERSON SHALL BE ADJUDGED IN ANY ACTION, SUIT, OR PROCEEDING TO BE LIABLE FOR HIS OWN NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF HIS DUTY. SUCH INDEMNIFICATION SHALL BE IN ADDITION TO ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER ANY LAW, BY-LAW, AGREEMENT, VOTE OF STOCKHOLDERS, OR OTHERWISE, AND THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

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ARTICLE X

THE REGISTERED OFFICE SHALL BE 611 WEST 46TH STREET, JACKSONVILLE, FL 32208, AND THE REGISTERED AGENT AT THAT SAME ADDRESS IS ANNETTE YVONNE ADAMS.

ARTICLE XI

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE HOLDER OR HOLDERS OF A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

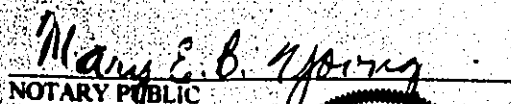

ANNETTE YVONNE ADAMS

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED ANNETTE YVONNE ADAMS TO ME WELL KNOWN TO BE THE PERSONS DESCRIBED AS THE INCORPORATORS IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS 28TH OF NOVEMBER, 1994.

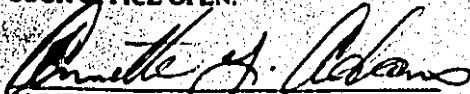

NOTARY PUBLIC

MY COMMISSION EXPIRES



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR **BODY BY JANEY, INC.** AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, ANNETTE YVONNE ADAMS AGREES TO ACT IN THIS CAPACITY, AND AGREES TO COMPLY WITH THE PROVISIONS OF SECTION 48.091 RELATIVE TO KEEPING SUCH OFFICE OPEN.


ANNETTE YVONNE ADAMS

DATE: NOVEMBER 28, 1994.

FILED
94 DEC 30 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA