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Board Certified Civil Trial Lawyer
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FRED A. CUNNINGHAM
PATRICK S. COUSINS
JEANMARIE WHALEN

Reply to: Boca Raton Office

Paralegals:
WILLIAM W. STRAW
ADELQUI J. BENAVENTE
Administrator:
BRUCE WEAVER

February 2, 1995

900001400153
-02/08/95--01048--000
****122.50 ****122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: **BODY BASICS, INC.**

Dear Division of Corporations:

I have enclosed the original and one copy of the Articles of Incorporation for the proposed corporation along with my check in the sum of \$122.50.

The enclosed check represents filing fees, fee for registered agent designation and one certified copy of the Articles of Incorporation.

Your cooperation is appreciated.

Sincerely,

Brian J. Glick

FEB 9 1995 BSL

BJG/pds

Enclosure

002
W95-1306.8

FILED
95 FEB 21 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 9, 1995

BRIAN J. GLICK, ESQ.
5355 TOWN CENTER ROAD
SUITE 801
BOCA RATON, FL 33486

SUBJECT: BODY BASICS, INC.
Ref. Number: W95000003068

We have received your document for BODY BASICS, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 395A00005851

**ARTICLES OF INCORPORATION
OF
BODY BASICS OF BOCA RATON, INC.**

FILED
95 FEB 21 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

BODY BASICS OF BOCA RATON, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorize, the par value thereof, and the characteristics of such stock shall be as follows:

50,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

The principal office of the corporation shall be at:

4798 Northwest 26th Way, Boca Raton, Florida 33434.

Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial Registered Agent of this corporation is:

Brian J. Glick.

ARTICLE VII

The business of the corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office addresses of the first Directors of this corporation, all subject to the provisions of this certificate, By-laws, and the corporation law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

Susan Glick 4798 Northwest 26th Way, Boca Raton, Florida 33434

Brian J. Glick 4798 Northwest 26th Way, Boca Raton, Florida 33434

ARTICLE IX

The names and post office addresses of the officers of the corporation are as follows:

Susan Glick - President
4798 Northwest 26th Way, Boca Raton, Florida 33434

Brian J. Glick - Vice President and Treasurer
4798 Northwest 26th Way, Boca Raton, Florida 33434

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

Brian J. Glick - Vice President
4798 Northwest 26th Way, Boca Raton, Florida 33434

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this corporation does hereunto subscribe his name, this 15 day of February, 1995



Vice President and Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared BRIAN
J. GLICK, known to me to be the person described in and whose
name is signed to the foregoing Certificate of Incorporation of BODY BASICS OF
POCA RATON, INC., and who is described in said Certificate as the incorporator of said
corporation, and he acknowledged before me that he executed the same for the
purposes herein expressed.

WITNESS my hand and seal in the County of Palm Beach, State of Florida, on
this 15th day of February, 1995.



PAMELA DAWN SMITH
COMMISSION # CC 297748
EXPIRES JUN 27, 1997
Atlantic Bonding Co., Inc.
800-732-2245

Pamela Dawn Smith
NOTARY PUBLIC, STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

AM 9:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT **BODY BASICS OF BOCA RATON, INC.** DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF BOCA RATON, STATE OF FLORIDA, HAS
NAMED BRIAN J. GLICK, LOCATED AT 4798 NORTHWEST 26th WAY, BOCA
RATON 33434 OF PALM BEACH COUNTY, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

DATE

2/15/95

SIGNATURE


Vice President

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

DATE

2/15/95

SIGNATURE


Registered Agent