

P95000048249

CAPITAL CONNECTION, INC.

417 E. Virginia St, Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 21 AM 10:22

EFFECTIVE DATE
6-25-95

DB 6/21/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	CK No. _____	_____
BY <u>PAK</u>	_____	_____	_____

RE: Advanced muscle
Technologies, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Dom. Copy(s)	600001518836	-06/21/95--01017--005
<input type="checkbox"/> Art. of Amend. File	*****70.00	*****70.00
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S.	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Restatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s. _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____
SUBTOTALS	_____	_____

95 JUN 21 AM 8:56
 DIVISION OF CORPORATIONS
 RECEIVED

FEE.....	\$	_____
DISBURSED.....	\$	_____
SURCHARGE.....	\$	_____
TAX on corporate supplies.....	\$	_____
SUBTOTAL	\$	_____
PREPAID.....	\$	_____
BALANCE DUE.....	\$	_____
_____	\$	_____

WALK-IN Will Pick Up 621 1200

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 JUN 21 AM 10:22
EFFECTIVE DATE
6-25-95

ARTICLES OF INCORPORATION
OF
ADVANCED MUSCLE TECHNOLOGIES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

The name of this corporation shall be Advanced Muscle Technologies, Inc.

Article II

Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be 1283 Bayshore Drive North, Atlantic Beach, FL 32233.

Article III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

Article IV

Initial Registered Agent and Address

The street address of the initial registered office of this corporation is Charles Thomas Eisele and the address is: 1283 Bayshore Drive North, Atlantic Beach, FL 32233.

Article V

Incorporator

The name and street address of the incorporator of this corporation are:

Richard G. Hathaway
7077 Bonneval Road, Suite 200
Jacksonville, FL 32216

Article VI

Duration and Commencement of Existence

Corporate existence shall commence on June 25, 1995 at 4:08am, Daylight Saving Time in Jacksonville, Florida. That shall be the effective date and time of this

corporation. The corporation shall exist perpetually.

Article VII
Purposos

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida or any other country, state, territory or nation. Without limiting the generality of the foregoing, one of this corporation's stated goals, among others, is supporting the evolution of the Universe through pursuit of Maharishi's Vedic Science and Technologies.

Article VIII
Directors

(a) This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial directors of the corporation are:

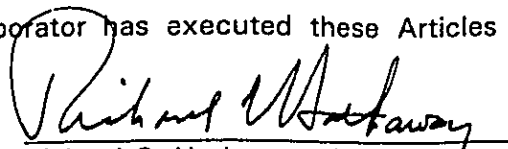
William David Shields
1814 Holly Oaks Lake Road East
Jacksonville, FL 32225

Ken Bush
368 First Street
Atlantic Beach, FL 32233

Robert Nelson
1970 Beach Ave.
Atlantic Beach, FL 32233

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 14th day of June, 1995.


Richard G. Hathaway, Incorporator

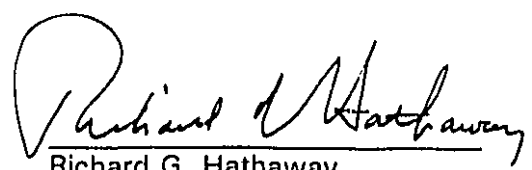
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIO
95 JUN 21 AM 10:22

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes,
the following is submitted:

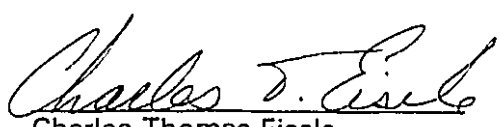
ADVANCED MUSCLE TECHNOLOGIES, INC. desiring to organize or qualify
under the laws of the State of Florida hereby designates Charles Thomas Eisele as its
registered agent to accept service of process within the State of Florida and the
address of its registered office shall be 1283 Bayshore Drive North, Atlantic Beach,
FL 32233.

DATED this 4th day of June, 1995.


Richard G. Hathaway,
Incorporator

Having been named as registered agent to accept service of process for the
above stated corporation, at the place designated in this certificate, I hereby agree to
accept the appointment as registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.

DATED this 14th day of June, 1995.


Charles Thomas Eisele,
Registered Agent

901-222-9171
901-222-0111 TAX
60000048249



ACCOUNT NO. : 072100000032
REFERENCE : 638186 101107A
AUTHORIZATION :
COST LIMIT : \$ PPD

7/14/95

Merger

ORDER DATE : July 12, 1995
ORDER TIME : 9:50 AM
ORDER NO. : 638186
CUSTOMER NO: 101107A

600001535536
-07/12/95--01018--013
+++++70.00 +++++70.00

CUSTOMER: Elizabeth Johnson, Legal Asst
Richard G. Hathaway, P A
P O Box 551165
Jacksonville, FL 32255-1165

ARTICLES OF MERGER

ADVANCED MUSCLE TECHNOLOGIES,
INC.

INTO

SELEX SPORTS HEALTH INDUSTRIES,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry
EXAMINER'S INITIALS: _____

95 JUL 12 PM 1:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000048249



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SELEX SPORT/HEALTH INDUSTRIES, INC., a Florida corporation K70582

INTO

ADVANCED MUSCLE TECHNOLOGIES, INC., a Florida corporation,
P95000048249.

File date: July 12, 1995 , effective July 14, 1995

Corporate Specialist: Annette Hogan

7/14/95

FILED
95 JUL 12 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER BETWEEN
ADVANCED MUSCLE TECHNOLOGIES, INC. AND
SELEX SPORT/HEALTH INDUSTRIES, INC.**

The undersigned companies hereby consent to the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit A.
2. The effective date and time of the merger shall be July 14, 1995 at 4:20am, Daylight Saving Time, at Jacksonville, Florida.
3. Shareholder approval is required.
4. The shareholders of Advanced Muscle Technologies, Inc. approved and adopted the Plan of Merger on July 10, 1995.
5. The shareholders of Selex Sport/Heath Industries, Inc. approved and adopted the Plan of Merger on July 10, 1995.

**ADVANCED MUSCLE TECHNOLOGIES,
INC.**

Charles T. Eisele
By: Charles Thomas Eisele
Its: Vice President

**SELEX SPORT/HEALTH INDUSTRIES,
INC.**

William David Shields
By: William David Shields
Its: President

EXHIBIT "A"

**PLAN OF MERGER
BETWEEN ADVANCED MUSCLE TECHNOLOGIES, INC.
AND SELEX SPORT/HEALTH INDUSTRIES, INC.**

This Plan of Merger is by and between Advanced Muscle Technologies, Inc., a Florida corporation ("Advanced") and Selex Sport/Health Industries, Inc., a Florida corporation ("Selex").

R E C I T A L S:

- A. Advanced and Selex wish to merge in accordance with this Plan of Merger; and
- B. Advanced and Selex hereby agree to the following Plan of Merger.

NOW, THEREFORE, in consideration of the mutual premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Advanced and Selex hereby agree as follows:

1. The name of the companies planning to merge are Advanced Muscle Technologies, Inc. and Selex Sport/Health Industries, Inc.
2. The name of the surviving corporation is Advanced Muscle Technologies, Inc.
3. The terms and conditions of the merger are as follows:
 - a. The separate existence of Selex shall cease as of the effective date and time of the merger.
 - b. All of Advanced's and Selex's real estate and other property, and all of each company's right, title and interest therein, shall be vested in Advanced, without reversion or impairment as of the effective date and time of the merger.
 - c. Advanced shall be responsible and liable for all of the liabilities and obligations of Selex and Advanced as of the effective date and time of their merger.
 - d. Any claim existing or action or proceeding pending by or against Selex shall be continued with Advanced being substituted in such proceeding in exchange for Selex as of the effective time and date of the merger.
 - e. None of the rights of Selex's creditors nor any liens upon any of Selex's property shall be impaired by the merger.
 - f. The Articles of Incorporation of Advanced shall remain in full force and effect and shall thenceforth constitute the Articles of Incorporation for the merged, surviving company.
4. The manner and basis for converting the Advanced and Selex shares into shares of the surviving company is as follows:

a. Selex existing shareholders are as follows:

Kory Tarpenning	2 shares
Kirk Matchett	5 shares
John Shields	22.5 shares
W. David Shields	697.5 shares
William and Nancy Shields	25 shares
Gloria Auth	1 share

b. Advanced existing shareholders are as follows:

W. David Shields	1 share
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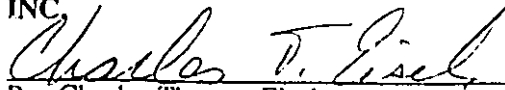
c. After the merger, the shareholders of Advanced, as the surviving corporation, will be as follows:

Kory Tarpenning	4 shares
Kirk Matchett	10 shares
John Shields	45 shares
W. David Shields	1395 shares
William and Nancy Shields	50 shares

5. There are no amendments to or restatement of the Articles of Incorporation of Advanced, and said Articles of Incorporation shall be deemed in full force and effect as stated for surviving corporation.

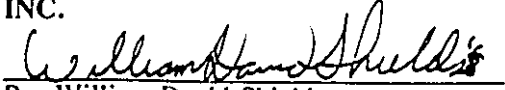
6. The effective date and time of the merger shall be July 14, 1995 at 4:20am, Daylight Saving Time, at Jacksonville, Florida.

ADVANCED MUSCLE TECHNOLOGIES,
INC.



By: Charles Thomas Eisele
Its: Vice President

SELEX SPORT/HEALTH INDUSTRIES,
INC.



By: William David Shields
Its: President

5-5-94
Additional Officers of
Selex SPort/Health Industries, Inc.

Director
Ken Bush
368 First Street
Atlantic Beach, FL 32233
USA

Secretary and Director
Robert Nelson
1970 Beach Ave.
Atlantic Beach, FL
32233
USA

2
APPROVED
AND
FILED

94 MAY 10 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

DO NOT WRITE IN THIS SPACE

APPLICATION FOR REINSTATEMENT

1996

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -6 AM 9:44 0511/8

Make Check Payable To: Department of State

1. Name and Mailing Address of Corporation: DOCUMENT # p95000048249
Advanced Muscle Technologies, Inc.
2719 Versailles Ct.
Ponte Vedra Beach, Fl.
32082

2. If Address in Block 1 is incorrect in any way, enter the correct address below:

Address

City and State Zip Code

3. If Principal Office Address is different from mailing address, enter address below:

Address

City and State Zip Code

4. Date Incorporated or Qualified To Do Business in Florida

June 21st 1995

5. FEI Number

59 3322 499

FEI Number Applied For

FEI Number Not Applicable

6. \$8.75 Additional Fee required for a Certificate of Status

CERTIFICATE OF STATUS DESIRED

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
P/T/S	Kirk M. Sloan	2719 Versailles Ct.	Ponte Vedra Beach, Fl. 32082
D.	William David Shields	1814 Holly Oaks Lake Rd East	Jacksonville, Fl. 32225
D.	Ken Bush	368 First Street	Atlantic Beach, Fl 32233
D.	Robert Nelson	1970 Beach Ave.	Atlantic Beach, Fl. 32233
			300002002143-9 -11713796-01030-001 ****375.00 ****375.00

REGISTERED AGENT INFORMATION

9. If changed, new registered agent / office

B. Name and Address of Current Registered Agent

Name Kirk M. Sloan

Street Address (Do NOT Use P.O. Box Number)

2719 Versailles Ct.

Street Address (Do NOT Use P.O. Box Number)

City Ponte Vedra Beach

State FL

Zip 32082

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

K M Sloan

Date 11-4-96

REGISTERED AGENT MUST SIGN

11. If this corporation is a non-profit with I.R.S. 501(c)(3) tax exempt status, check this box (See other side for additional information.)

12. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

13. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

Signature of Officer or Director

K M Sloan

Date 11-4-96

Daytime Phone # 904-273-6750

Typed or printed name of signing officer or director

Kirk M. Sloan