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Law Offices
of

Roberta S. Fine, P.A.

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Key West, Florida 33040

July 24, 1995

ROBERTA S. FINE
JULIE D. LECKARD

Telephone (305) 294-0128
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Of Counsel - Marcel L. Rose
Daniel H. Hamilton

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: BBT; BODIFS LY TOM, INC.

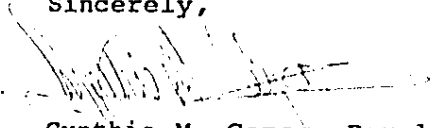
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-07/28/95--01027--017
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check for \$122.50 to cover the processing fees. Please return a certified copy to our office that evidences the filing number.

If you have any questions or require additional information, please do not hesitate to contact this office.

Sincerely,


Cynthia M. Capas, Paralegal to:
ROBERTA S. FINE, ESQ.

/cmc
enclosures as stated



ARTICLES OF INCORPORATION

OF

BBT; BODIES BY TOM, INC.

The undersigned has executed the following document as incorporator of the above corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator and those of the corporation are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: BBT; BODIES BY TOM, INC.

ARTICLE II

The general nature of the business and objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(a) To manage in fitness training, dealing in retail and wholesale sales.

(b) To acquire by purchase, subscription or otherwise, and to hold for the purpose of investment or otherwise, and to own, sell or otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, commercial papers, or otherwise deal with other evidences of debt, issued by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, to execute all the rights, powers and privileges of ownership; to guarantee or become surety with respect to any obligation of any of said persons, firms, associations or corporations, contained in any of said securities.

(c) To build upon or, in any other manner, improve real estate owned by it.

(d) To lend money secured by mortgage or other security, or without security, for itself, or on a commission basis for others; to borrow money for the purpose of investment, or for any of the purposes of this corporation, and to issue bonds, debenture stock, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or

This Instrument Prepared By:
Roberta S. Fine, Attorney At Law
Truman Annex Building 21, Suite 104
Key West, Florida 33040
Florida Bar #375284

personal property of this corporation, or to issue bonds, debentures, stocks, notes, or other obligations with respect to the investment of money, the sale or real and or personal property, and the collection and the receipt of the proceeds thereof, and/or the income therefrom; to buy and sell negotiable paper, to execute deeds, mortgages, contracts, releases, and such other instruments as may be necessary for the carrying on of the business above designated.

(e) To purchase, acquire, hold, sell, convey, mortgage, lease, exchange, and otherwise deal in real estate and personal property of every kind, nature and description whatsoever.

(f) To aid in any lawful manner any corporation, firm or a association or individual of which the bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve and improve or enhance the value of any such bonds or other acts which may be permitted by law to private persons in the carrying on of the business above designated,

(g) To buy, sell, trade, or deal in any kind of goods, wares, and merchandise.

(h) To organize or cause aid be organized under the laws of the State of Florida, or of any other state, district, territory, province or government, corporation or corporations for the purpose of accomplishing any or all of the objects for this corporation so organized, and to dissolve, windup, liquidate, merge, or consolidate such corporations.

(i) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds, or other obligations, from time to time to such an extent and in such manner, and upon such terms as its Board of Directors shall determine, provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of this corporation, and provided further that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(j) No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in, or connected with, any party or company or corporation involved in and with such contract or transaction, provided said contract or transaction shall be approved by a majority of the Directors present at the meeting for the specific purpose of thereafter authorizing or confirming said contract or transaction.

(k) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value

of its properties, and holdings, and to have, enjoy and exercise all the rights, powers and privileges which are now, or hereafter may be conferred upon corporations organized under the same statutes as this corporation.

(1) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida by virtue of its corporate act.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers specified in each of the paragraphs ARTICLE II of this Certificate of Incorporation.

ARTICLE III.

The amount of the authorized capital stock of this corporation shall be one thousand (1,000) shares. The shares shall have a par value of ONE DOLLAR (\$1.00) each.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators at the organization meeting. Fractional shares of stock may be issued.

ARTICLE IV

The term for which this corporation shall exist is perpetual.

ARTICLE V

The place of business of this corporation shall be 2505 Patterson Avenue, Key West, Florida, and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in any of the said places of business.

ARTICLE VI

The initial Board of Directors shall consist of one (1) person and the name and address of the person who is to serve as the initial director is Thomas Wheaton, 2505 Patterson Avenue, Key West, Florida, 33040.

ARTICLE VII

The name and address of the subscriber of this Certificate of Incorporation is as follows: Thomas Wheaton, 2505 Patterson Avenue, Key West, Florida 33040.

ARTICLE IX

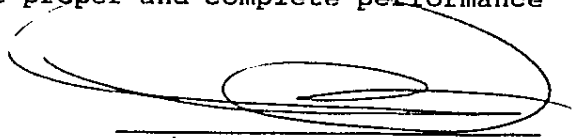
The name and address of the initial Registered Agent is
Roberta S. Fine - 818 White Street, Key West, Florida, 33040.

IN TESTIMONY WHEREOF, the undersigned has executed these
Articles of Incorporation the 30 day of June, 1995.


Incorporator - Thomas Wheaton

CERTIFICATE OF ACCEPTANCE

Having been named as registered agent to accept service of
process for BBT; BODIES BY TOM at 818 White Street, Key West,
Florida in the Articles of Incorporation of said corporation, I
hereby agree to act in that capacity, to comply with the provisions
of 48.091, Florida Statutes and to comply with the provisions of
all other statutes relating to the proper and complete performance
of my duties.


Registered Agent