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James D. Cullen, P. A.

Legal Professional Association

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12 September 1995

Business Law

Corporations

Securities

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

SEP 15 1995
-09/21/95--111044--1112
*****70.00 *****20.00

Re: Articles of Incorporation for
MUSCLE WORKS INCOPRORATED ("MWI")

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Muscle Works Incorporated along with a check in the amount of \$70.00 payable to the order of the Secretary of State of Florida.

Please return a file stamped copy of the Articles to me in the enclosed self addressed and stamped envelope at your earliest convenience.

Very truly yours,

James D. Cullen, Jr.
James D. Cullen, Jr.

SEP 15 1995
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Enclosure

ARTICLES OF INCORPORATION
OF
MUSCLE WORKS INCORPORATED

95 SEP 21 11 11 AM '95

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, (the "Act") adopts the following Articles of Incorporation:

Article I

The name of this corporation is Muscle Works Incorporated (the "Corporation").

Article II

The address of the principal office and mailing address of this Corporation is 2150 Goodlette Road, Suite 200, Naples, Florida 33942.

Article III

This Corporation is organized for the purpose of engaging in the transaction of any and all business for which corporations may be incorporated under the provisions of the Act.

Article IV

This Corporation is authorized to issue Five Hundred Thousand (500,000) shares, and hereby issues One Hundred Thousand (100,000) shares, all with a par value of \$.001, to be classified as common stock and shall be entitled to receive the net assets

of this Corporation upon dissolution.

Article V

The street address of the initial registered office of this Corporation is 2150 Goodlette Road, Suite 200, Naples, Florida 33940, and the name of the initial registered agent at such address is James D. Cullen, Esq.

Article VI

This Corporation shall have no less than one (1) or more than five (5) members of the Board of Directors. The number of directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of the person who is to serve as a member thereof is:

James D. Cullen, Esq.
2150 Goodlette Road, Suite 200
Naples, Florida 33940

Article VII

This Corporation elects to have preemptive rights to the full extent provided by law.

Article VIII

Cumulative voting for directors shall apply to this Corporation.

Article IX

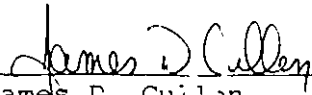
This Corporation shall hold a special meeting of shareholders on call of its board of directors or the person

or persons so authorized to do so by these Articles of Incorporation or By-Laws of this Corporation or if the holders of not less than twenty five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to this Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

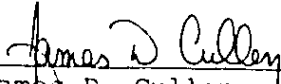
Article X

The sole incorporator of this Corporation is James D. Cullen, Esq. whose address is 2150 Goodlette Road, Suite 200, Naples, Florida 33940.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for purposes of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 12th day of September, 1995


James D. Cullen
Sole Incorporator

James D. Cullen , an individual residing in Naples, Florida and having a business office located at 2150 Goodlette Road, Suite 200, Naples, Florida 33940, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the duties of the position of the Registered Agent under Section 607.0505, Florida Statutes.


James D. Cullen
Registered Agent

SEP 21 1985