

P960000028382

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32311

400001756324
-03/25/96--01083--019
*****70.00 *****70.00

SUBJECT: R.E.S.T. BODY WORKOUT, INC.
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM: W.R. KIPP, P.A.
1900 MAIN STREET SUITE 210
SARASOTA, FL 34236

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 25 AM 11:10

96/4/2/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR 25 AM 11:10

ARTICLES OF INCORPORATION
OF
B.E.S.T. BODY WORKOUT, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

B.E.S.T BODY WORKOUT, INC.

The address of the principal office of this corporation shall be 1868 S. Tamiami Trail Venice, FL 34293 and the mailing address of the corporation shall be the same.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having .01¢ (cents) par value per share and 1,000 preferred stock having .01 (cents) par value per share with only the common stock having voting rights.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1900 Main Street Suite 210 Sarasota, FL 34236, and the name of the initial registered agent of the corporation of that address is WILLIAM RANDOLPH KLEIN

ARTICLE V INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is: W.R. KLEIN, P.A., 1900 Main Street, Suite 210, Sarasota, FL 34236.

ARTICLE VI TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the Initial Board of Directors. The number of Directors may either increase or decrease from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of this corporation is : Shawn Mueller

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned agent WILLIAM RANDOLPH KLEIN has hereunto set his hand, this 18th day of FEBRUARY, 1996. WCK

WILLIAM RANDOLPH KLEIN

WILLIAM RANDOLPH KLEIN, Agent

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR 25 AM 11:10

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

B.E.S.T. BODY WORKOUT, INC.

2. The name and address of the registered agent and office is:

WILLIAM RANDOLPH EILEN
1900 Main Street Suite 210
Sarasota, FL 34236

SIGNATURE

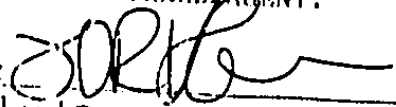


TITLE Registered Agent

DATE 3/18/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE 3/18/96