

JUL-12-1996 17:37
07/12/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FOX PHYSIQUES, INC.

FAX AUDIT NUMBER: H9600009750

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 15, 1996

FOX PHYSIQUES, INC.
1628 N.E. 25TH STREET
WILTON MANORS, FL 33305

*Should be
PHYSIQUES, INC.*

The Articles of Incorporation for FOX PHYSIQUES, INC. were filed on July 15, 1996, and assigned document number F96000059058. Please refer to this number whenever corresponding with this office.

This document was electronically received and filed under FAX audit number H9600009750.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form 990-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,
Loris Poole
Corporate Specialist
New Filings Section
Division of Corporations

Letter Number: 496A00034231

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ARTICLES OF INCORPORATION
OF
FOX PHYSIQUES, INC.

The undersigned, acting as incorporator under and by virtue of the laws of the State of Florida, and particularly the Florida General Corporation Act, as provided in Chapter 607, Florida Statutes, and any acts supplementary thereto, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be: FOX PHYSIQUES, INC. and its principal office and mailing address shall be:

c/o Fox Physiques, Inc.
1628 N.E. 25 Street
Wilton Manors, FL 33305

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II

The location of its initial registered office in the State of Florida is 1628 N.E. 25 Street, Wilton Manors, Florida 33305, but it shall have the power to establish and maintain branch offices at such cities and towns in the State of Florida and the United States as said corporation may from time to time determine. The name of its initial registered agent at said address is Michael James Fox.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV

The authorized capital stock of the corporation shall be five hundred (500) shares of common stock having a par value of 1.00 per share. The holders of stock of the corporation shall be entitled to one (1) vote for each share of stock held at all meetings of the stockholders. Cumulative voting shall not be permitted. All subscriptions of stock shall be paid for in lawful money of the United States of America, or in property, security, labor, services or such other method of payment as the Board of Directors may reasonably approve, at a just valuation being fixed by the Board of Directors at a meeting called for such purposes; and property, labor or services may also be purchased or paid for with capital stock of the corporation, at a just valuation being fixed by the Board of Directors, and the corporation may from time to time increase its capital stock to any amount within authorization by law.

ARTICLE V

The term of the existence of the corporation shall be perpetual.

JOHN C. WALKER

CERTIFIED PUBLIC ACCOUNTANT, P.A.
3020 N. FEDERAL HWY BUILDING • 11
FT. LAUDERALE, FL 33308

(454) 561-5670

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ARTICLE VI

The name and street address of the incorporator to these Articles of Incorporation are:

Michael James Fox
1620 N.E. 25 Street
Wilton Manors, FL 33305

ARTICLE VII

The numbers of directors of the corporation shall be a minimum of one (1) and not more than fifteen (15), none of whom shall be required to be stockholders, nor to be residents of the State of Florida.

ARTICLE VIII

The names and post office address for the first Board of Directors of the corporation, who, subject to the provisions of Certificate of Incorporation, By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, are as follows:

Michael James Fox
1620 N.E. 25 Street
Wilton Manors, FL 33305

The undersigned, being the original subscriber to the capital stock hereinbefore described and to these Articles of Incorporation to do business within and without the State of Florida, and the pursuant to the laws of the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto subscribed his hand this 8th day of July, 1996.



NOTARY

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act; Fox Physiques, Inc., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation, at the City of Wilton Manors, County of Broward, State of Florida has named Michael James Fox, 1628 N.E. 25 Street, City of Wilton Manors, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I agree to comply with the provision of said act related to keeping open said placu.

By: *Michael James Fox*-----

NOTARY

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TALLAHASSEE, FLORIDA