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TRANSMITTAL LETTER

FILED
96 DEC 26 AM 9:10
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Body Energized, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

____ \$70.00
Filing fee

XX \$78.75
Filing fee &
Certificate

____ \$122.50
Filing fee &
Certified copy

____ \$131.25
Filing fee,
Certified copy
& Certificate

****ADDITIONAL COPY REQUIRED****

100002038261--9
-12/26/96--01024--003
*****78.75 *****78.75

FROM: Law Offices of Marcella C. Gridley, P.A.
1968 Bayshore Boulevard
Dunedin, FL 34698
(813) 733-2701

1/2/97
JD

NOTE: Please provide the original and one copy of the articles

**ARTICLES OF INCORPORATION
OF
THE BODY ENERGIZED, INC.**

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We, the undersigned, hereby make the within Articles of Incorporation for the purposes of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of the corporation shall be THE BODY ENERGIZED, INC. and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon, and its principal place of business and mailing address shall be 320 Windrush Boulevard, #3, Indian Rocks Beach, Florida 33785 or such other place as from time to time is designated.

ARTICLE II - PURPOSE

The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 1,000 shares of common stock with a par value of \$1.00 per share, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-laws of this corporation. Said stock shall be paid for in such a manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one (1) director, and the Board of Directors shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws or by resolution of the Board of Directors, and who shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Robert A. Lonardo
320 Windrush Boulevard, #3
Indian Rocks Beach, FL 33785

President/Vice President/
Secretary/Treasurer/Director

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators to these Articles and the number of shares of common stock which they agree to take are as follows:

<u>Names and Address</u>	<u>Number of Shares</u>
Robert A. Lonardo 320 Windrush Avenue, #3 Indian Rocks Beach, FL 33785	500

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and shareholders.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL REGISTERED AGENT

The initial registered agent of the corporation and her address shall be follows:
MARCELLA C. GRIDLEY, Esquire, 1968 Bayshore Boulevard, Dunedin, Florida 34698.

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals to these Articles of Incorporation this 22nd day December, 1996.

Signed, sealed and delivered
in the presence of:

April D. Vandecap
Witness

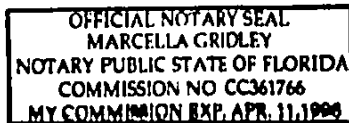
Robert A. Lonardo (SEAL)
ROBERT A. LONARDO
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of December, 1996 by Robert A. Lonardo, who is personally known to me or who has produced _____ as identification.

Marcella C. Gridley

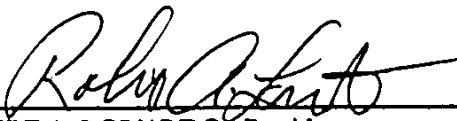
MARCELLA C. GRIDLEY
NOTARY PUBLIC



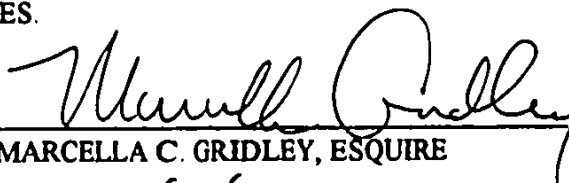
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT THE BODY ENERGIZED, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF PALM HARBOR, STATE OF FLORIDA, HAS NAMED MARCELLA C. GRIDLEY, LOCATED AT 1968 BAYSHORE BOULEVARD, CITY OF DUNEDIN, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
ROBERT A. LONARDO, President
TITLE President/SOLE Director
DATE 12/22/96

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
MARCELLA C. GRIDLEY, ESQUIRE
DATE 12/24/96