

P97000007426



ACCOUNT NO. : 072100000032

REFERENCE : 234485 7121539

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizjato

ORDER DATE : January 23, 1997

ORDER TIME : 7:09 PM

ORDER NO. : 234485-005

CUSTOMER NO: 7121539

CUSTOMER: Stephen A. Caruso, Esq
LAW OFFICES OF STEPHEN A.
CARUSO
8121 West Manchester Ave
Ste. 318
Playa Del Rey, CA 90293

600002067496--0

DOMESTIC FILING

NAME: BODY MAGAZINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
97 JAN 24 AM 9:57
SECTION
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 24 AM 9:49
DIVISION OF CORPORATION

KL
1-27-97

ARTICLES OF INCORPORATION
OF
BODY MAGAZINE, INC.

FILED
97 JAN 24 AM 9:57
SEC.
TALLAHASSEE, FLORIDA

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:

BODY MAGAZINE, INC.

The address of the principal office of this corporation shall be 7512 Dr. Phillips Boulevard, Suite 50-310, Orlando, Florida 32819 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 number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on January 24, 1997.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACG/kbr

FILED
97 JAN 24 AM 9:57
SECRET
TALLAHASSEE, FLORIDA