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February 19, 1997

Via Airborne Express
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002093243--7
-02/20/97--01059--004
*****82.75 *****82.75

Re: Glutes, Guts & Glory! Inc.
New Incorporation

Dear Ladies and Gentlemen:

I am enclosing duplicate originals of the Articles of Incorporation for the referenced new Florida Corporation, together with a check payable to the Department of State for the following:

\$ 35.00	Filing Fee
\$ 35.00	Resident Agent fee
\$ 4.00	Capital stock tax @ \$4.00/\$1,000.00 par
<u>\$ 8.75</u>	Certification of Status fee
\$ 82.75	

Please advise provide me a certificate of Status of the corporation immediately after the filing of these articles.

Sincerely,

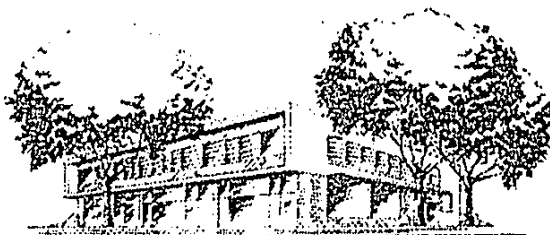


Carl A. Schuh

CAS/id
Encls

Dmc
2/25/97

FILED
97 FEB 20 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FILED

97 FEB 20 AM 9:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GLUTES, GUTS & GLORY! INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

NAME

The name of this corporation shall be **GLUTES, GUTS & GLORY! INC..**

DURATION

The duration of this corporation shall be perpetual.

PURPOSE

The purpose of this corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

CAPITAL STOCK

The corporation is authorized to issue One Thousand shares of capital stock, all of one class, at One Dollar par value per share.

PRINCIPAL OFFICE/REGISTERED AGENT - ACCEPTANCE

The name and address of the initial registered agent and office and the address of the principal office of the corporation are as follows:

REGISTERED AGENT

NAME AND ADDRESS: **GAIL G. KRAYNAK**
6401 - 31st Street S #1008
St. Petersburg, FL 33711

PRINCIPAL CORPORATE OFFICE: 6401 - 31st Street S #1008
St. Petersburg, FL 33711

By signing below, the above-named registered agent states that he is familiar with and accepts the duties and responsibilities as registered agent of this corporation.

INCORPORATORS

The name and address of the Incorporator(s) signing these Articles of Incorporation
are: **GAIL G. KRAYNAK**
6401 - 31st Street S #1008
St. Petersburg, FL 33711

AMENDMENT OF ARTICLES

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

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase the shares of stock in this corporation that may from time to time be issued (whether or not now authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of any treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of the shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of receipt of notice from the corporation. The shareholders may, by agreement, create additional rights to purchase shares from one another.

In Witness Whereof, the undersigned Incorporator(s) has executed these Articles of Incorporation this _____ day of February, 1997.

GIGK
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT:

Having been designated as resident agent for the above-named corporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept all of the duties imposed upon me by law.

GIGK
REGISTERED AGENT