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Bagdes & Bagdes

Attorneys at Law

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508 North Grandview Ave. - Suite B
Daytona Beach, FL 32118

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fabian Bagdes
Mary-Ellen Bagdes

904/258-7171
or 258-7441

March 26, 1997

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

RE: Physique by Design, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

Enclosures

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4/1/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHYSIQUE by DESIGN, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is PHYSIQUE by DESIGN, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to provide personal training and fitness programs for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 430 Nash Lane, Port Orange, Florida 32127. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 430 Nash Lane, Port Orange, Florida 32127, and the name of the initial registered agent at such address is Douglas J. Mellema.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of one member, Douglas J. Mellema, 430 Nash Lane, Port Orange, Florida 32127.

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Douglas J. Mellema, 430 Nash Lane, Port Orange, Florida 32127.

ARTICLE TEN
OFFICERS

The sole officer of the corporation shall be Douglas J. Mellema, 430 Nash Lane, Port Orange, Florida 32127, who shall serve as President/Treasurer.

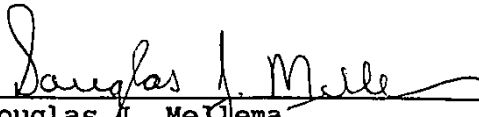
ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

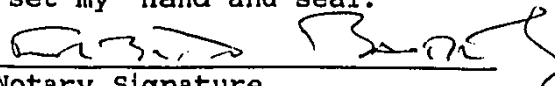
IN WITNESS WHEREOF, I have signed my name this 25th day of March, 1997.

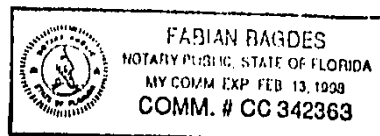

Douglas J. Mellema

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 25th day of March, 1997, before me, the undersigned authority, appeared DOUGLAS J. MELLEMA, who is personally known to me or who has produced _____ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature



NOTICE OF REGISTERED AGENT

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TO: STATE OF FLORIDA
DEPARTMENT OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter
48.091, Florida Statutes.

Physique by Design, Inc., a corporation organizing under the laws of the State of Florida, with its principal office at 430 Nash Lane, in the City of Port Orange, County of Volusia, in the State of Florida, has named Douglas J. Mellema, who is located at 430 Nash Lane, Port Orange, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

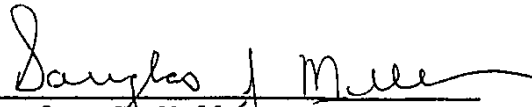
Douglas J. Mellema

ADDRESS:

430 Nash Lane
Port Orange, FL 32127

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.



Douglas J. Mellema