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LAW OFFICES

SPIELER & ASSOCIATES, P.A.

FILED

STANLEY H. SPIELER  
GREGG SPIELER  
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JAMES L. WALL, JR.  
SAM SILVERGLATE

97 APR -9 AM 11:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUITE 200  
4700 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33137  
TEL: (305) 573-7500  
FAX: (305) 573-4080

March 17, 1997

RECEIVED DATE

4-8-97

VIA AIRBORNE EXPRESS NO. 6440518136

FLORIDA DEPARTMENT OF STATE  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200002117272--9  
-03/18/97-01161--002  
\*\*\*\*122.50 \*\*\*\*122.50

Body SHAPERS, Inc.

RE: ARDYSS FLORIDA, INC.

Dear Sirs:

Enclosed please find Articles of Incorporation for Ardyss of Florida, Inc., check payable to the Secretary of State in the amount of \$122.50 for filing fees, letter from Cesar Menendez and Certificate of Reservation.

If you should have any questions, please contact me at my office (305) 573-7500.

Very truly yours,

GREGG SPIELER

GS/vt/C0104693  
Encls.

Gregg Spielers  
Secretary  
NOTIFICATION BY PHONE TO  
Tallahassee

OK

W97-7106  
JH 3/27/97  
PH 4/9/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 27, 1997

GREGG SPIELER  
4700 BISCAYNE BLVD, SUITE 200  
MIAMI, FL 33137

SUBJECT: ARDYSS FLORIDA, INC.  
Ref. Number: W97000007106

*ARDYSS BODY SHAPERS, INC.*

We have received your document for ~~ARDYSS FLORIDA, INC.~~ and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 497A00015515

ARTICLES OF INCORPORATION

FILED

The undersigned, desiring to incorporate a corporation under the provisions of the Florida General Corporation Act, does hereby certify:

APR 9 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is:

Ardyss Body Shapers, Inc.

4-8-97

2. The term for which the Corporation is to exist is perpetual.

3. The general nature of the business to be transacted by the Corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida.

4. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) each.

5. The initial registered office of the Corporation shall be located at SPIELER & ASSOCIATES, P.A., 4700 Biscayne Boulevard, Suite 200, Miami, Florida 33137, and the initial Registered Agent shall be GREGG SPIELER. The principal address is 7475 S.W. 8th Street, Miami, Florida 33144.

6. The initial Board of Directors shall be comprised of one member.

The names and addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
Jorge Valdivieso President	7475 S.W. 8th Street Miami, Florida 33144
Jorge Valdivieso Vice President	7475 S.W. 8th Street Miami, Florida 33144
Jorge Valdivieso Secretary	7475 S.W. 8th Street Miami, Florida 33144

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 APR -9 AM 11:53

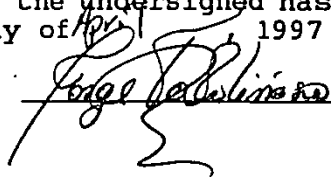
FILED

7. The name and address of the sole incorporator hereof is:

<u>Name</u>	<u>Address</u>
Jorge Valdivieso	7475 S.W. 8th Street Miami, Florida 33144

8. The formation of the Corporation shall be effective as of the date hereof.

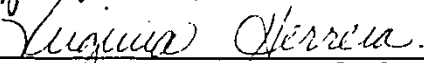
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 8 day of April, 1997.

  
\_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF DADE

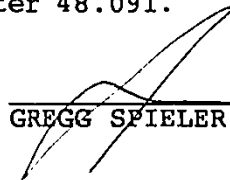
BEFORE ME, the undersigned authority, personally appeared Jorge Valdivieso who, upon being first duly sworn, acknowledged that he executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 8 day of April, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
My commission expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, GREGG SPIELER, of SPIELER & ASSOCIATES, P.A., with offices at 4700 Biscayne Boulevard, Suite 200, Miami, Florida 33137, accept the appointment of Registered Agent of Ardyss Body Shapers, Inc., as provided in F.S. Chapter 48.091.

  
\_\_\_\_\_  
GREGG SPIELER

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97 APR -9 AM 11:53  
TALLAHASSEE, FLORIDA