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JAY A. SCHWARTZ

July 23, 1997

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

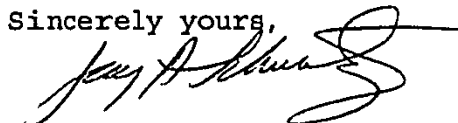
RE: Articles of Incorporation
Body Elements, Inc.

Dear Sir/Madame:

Enclosed please find the executed original Articles of Incorporation for filing. We have also enclosed our check in the amount of \$70.00 and would request that you furnish our office with a stamped copy of same upon filing.

Should further information be required, please do not hesitate to contact our office.

Sincerely yours,



JAY A. SCHWARTZ

JAS:ks
Enclosures

Dmc
7/30/97

FILED
97 JUL 28 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 JUL 28 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BODY ELEMENTS, INC.

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 ELEMENTS, INC.

The address of the principal office of this corporation shall be 1082 N.W. 110 Lane, Coral Springs, Florida 33071, and the mailing address 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 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1082 N.W. 110 Lane, Coral Springs, Florida 33071, and the name of the initial registered agent of the corporation at that address is BETH SALZ.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Beth Salz Dir.	1082 N.W. 110 Lane Coral Springs, Florida 33071
Karen D'Amico	1082 N.W. 110 Lane Coral Springs, Florida 33071

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Beth Salz President Secretary Treasurer	1082 N.W. 110 Lane Coral Springs, Florida 33071
Karen D'Amico Vice President	1082 N.W. 110 Lane Coral Springs, Florida 33071

ARTICLE VIII. INCORPORATOR

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

BETH SALZ
1082 N.W. 110 Lane
Coral Springs, Florida 33071

FILED

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

97 JUL 28 AM 11:16

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

BETH SALZ, 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.

BETH SALZ

By: 

BETH SALZ
Registered Agent

DATED this 25 day of July, 1997.

By: 

BETH SALZ
Incorporator