

P 970000659702

Bureau of Corporation Records
Charter Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

The enclosed check is for:

| | |
|------------------------------|-------------------------|
| Filing Fee | 35.00 |
| Registered Agent Designation | 35.00 |
| Charter Document | 52.50 |
| | <u>122.50</u> Total Due |

Please return all documents to this office.

Thank you,

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-07/28/97--01131--011
****122.50 ****122.50

DOWD & ASSOCIATES
1412 DAUPHIN LANE
ORLANDO, FL 32803

9/13/97

EFFECTIVE DATE

7/24/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 3:01

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is HEART & BODYWORKS, INC.

ARTICLE TWO

DURATION

This corporation shall commence existence as of the date of execution of these Articles. The term of existence shall be perpetual.

ARTICLE THREE

PURPOSE

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 2500 shares, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class of series as that which he already holds, and any securities of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

ARTICLE SIX
RESTRICTION ON TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder (s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The address of the initial registered office of the corporation is 9713 SYLVIA COURT, ORLANDO, FL 32813 and the name of the initial registered agent at such address is KARL GAFFNEY.

ARTICLE EIGHT
INITIAL STOCK SUBSCRIPTIONS

The initial subscriber to the shares of stock of this corporation and the number of shares to which they have subscribed are as follows:

KARL GAFFNEY - 100 SHARES - PRES.

CINDY GAFFNEY - 100 SHARES - V. PRES.

ARTICLE NINE
MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors or Officers.

ARTICLE TEN
INCORPORATION

The name and address of the incorporator is :

KARL GAFFNEY

9713 SYLVIA COURT

ORLANDO, FL 32813

ARTICLE ELEVEN
AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 3/4 of the shareholders.

ARTICLE TWELVE
PRINCIPAL OFFICE ADDRESS

The mailing address of the principal office is 9713 Sylvia Court
Orlando, FLA 32813

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of July.

Paul R. Chapney

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATION PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

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

HEART & BODYWORKS, INC.

a corporation organizing under the laws of the state of Florida with
its principal office at 9713 SYLVIA COURT, ORLANDO, FL 32813
has named KARL GAFFNEY located at 9713 SYLVIA COURT, ORLANDO,
FL 32813 as its agent to accept service of process within the State.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 29 PM 3:01

ACCEPTANCE

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

Karl D. Chapoy
Registered Agent