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July 28, 1997

Secretary of State
Division of Corporations
Tallahassee, Florida 32304


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-08/05/97--01108--002
*****70.00 *****70.00

RE: BODY TEK MODELING AGENCY, INC.

Dear Sir or Madam;

Enclosed please find Articles of Incorporation for the above referenced corporation. I am enclosing a check in the amount of \$70.00 to cover the filing fee.

Very truly yours,


JOSEPH P. SINDACO

JPS:dc
enclosures

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BODY TEK MODELING AGENCY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BODY TEK MODELING AGENCY, INC.

The principal place of business of this corporation shall be:

1402 East Las Olas Blvd. #219
Ft. Lauderdale, FLA. 33301

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 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1402 East Las Olas Blvd., Suite #219, Ft. Lauderdale, Florida 33301, and the name of the initial resident

agent of the corporation at that address is JENE H. LABOVITZ.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may either increase or decrease from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the initial Director of the Corporation is:

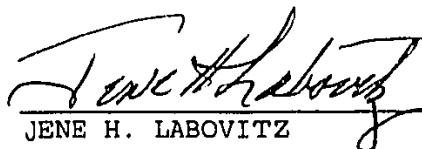
JENE H. LABOVITZ	1402 East Las Olas Blvd. #219
	Fort Lauderdale, Florida 33301

ARTICLE VIII. SUBSCRIBER

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

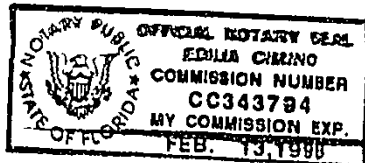
JENE H. LABOVITZ	1402 East Las Olas Blvd. #219
	Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 30th day of JULY, 1997.


JENE H. LABOVITZ

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

 The foregoing instrument was acknowledged before me this
30 day of July, 1997, by Jene H. Labovitz.



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NOTARY PUBLIC
My commission expires:

Having been named to accept service of process for the
above stated corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said act relative to keeping open
said office.

Jene H. Labovitz

JENE H. LABOVITZ
Resident Agent

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