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Law Offices of
John M. Cruz II
1120 Southeast 3rd Avenue
Fort Lauderdale, Florida 33316

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97 SEP 15 PM 12:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Body Image, Inc. 800002293198--E
(Corporation Name) (Document #) -09/15/97--01113--018
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2. _____
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P. Hall SEP 16 1997

ARTICLES OF INCORPORATION
OF
BODY IMAGE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby sign these Articles for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: Body Image, Inc.

ARTICLE II

The general nature of the business to be transacted by said corporation shall be all purposes allowed under the laws of the State of Florida and the United States of America, specifically, the provision of personal training services to the general public.

ARTICLE III

The original capital stock of this corporation shall be 100 shares with \$1.00 par value, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than: \$100.00

ARTICLE V

The corporation shall have perpetual existence.

John M. Cruz, II
1120 SE 3rd Ave
Ft. Lauderdale, FL 33316
(954) 522-8240
FBN: 586102

ARTICLE VI

The initial principal place of business of this corporation will be: 5831 Eagle Cay Terr. Coconut Creek, FL 33073

ARTICLE VII

The number of Directors of this corporation shall be not less than two (2).

ARTICLE VIII

The names and post-office addresses of the first officers and Board of Directors of this corporation, who shall hold office for the first year or until their successors are chosen and qualified shall be:

Name: Michelle Faith Frazier President/Secretary

Address: 5831 Eagle Cay Terr. Coconut Creek, FL 33073

Name: Sharron Elizabeth Jamison VicePresident/Treasurer

Address: 5831 Eagle Cay Terr. Coconut Creek, FL 33073

The name and post-office addresses of the subscribers to capital stock are as follows:

Name: Michelle Faith Frazier & Sharron Elizabeth Jamison

Address: 5831 Eagle Cay Terr. Coconut Creek, FL 33073

ARTICLE IX

The name and address of the initial registered agent and office of this corporation is as follows:

JOHN M. CRUZ, II., Esquire
1120 Southeast Third Avenue
Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Corporation at Fort Lauderdale, Broward County,

Florida, for the use and purposes aforesaid this ___ day of
September, 1997.

Michelle Frazier _____

STATE OF FLORIDA]

SS:

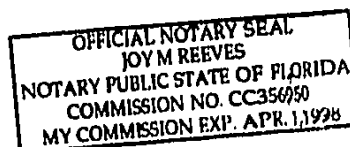
COUNTY OF BROWARD]

BEFORE ME, the undersigned authority, this day personally
appeared Michelle Frazier, who
is known and known to be the person described in and who executed
the foregoing Articles of Incorporation, and she acknowledged
before me according to law that she made and subscribed the same
for the uses and purposes herein mentioned and set forth.

WITNESSED my hand and seal this 12 day of September, 1997.

Joy M. Reeves

NOTARY PUBLIC, State of Florida



FL. License # F626-546-60-608-0

My commission expires:

I.D. Provided:

Drivers License #: FL26-546-60-608-0

Personally known: _____

Other: _____

Certificate designation, place of business or domicile for the service of process within Florida, naming agent upon whom process may be served:

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First--that: Body Image, Inc.

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Coconut Creek, State of Florida;

Has named: JOHN M. CRUZ, II., Esquire
1120 Southeast Third Avenue
Fort Lauderdale, Florida 33316

as its Agent to accept service of process within the State of Florida.

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Signature: Michelle L. [Signature] SEP 15 PM 12:05
Corporate Officer
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Title:

Date: _____

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: [Signature]
Resident Agent
Date: 9/12/97