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RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN
N.Y. AND ILLINOIS

LAW OFFICES
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OF COUNSEL
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REFER TO FILE NO.

PD97000080226
TRANSMITTAL LETTER

September 9, 1997

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-09/15/97--01147--012
*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

SUBJECT: Body Innovative Growth, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and a check for \$70.00. Please stamp the original of these documents to show the date of incorporation and the filing number and remit to me. We do not require a certified copy at this time.

FROM/ Richard T. Avis, Esq.
RETURN TO: 1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.

[Signature]
Sincerely,
Richard T. Avis

RTA/lbj
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 PM 2:43

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ARTICLES OF INCORPORATION
OF
BODY INNOVATIVE GROWTH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 PM 2:44

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Body Innovative Growth, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1325 Snell Isle Blvd., Suite 218
St. Petersburg, Fl. 33704

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

16,000 Shares One Class Common

Such shares shall be without par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

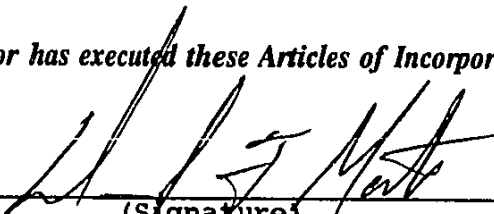
Mr. Dan Matta
1325 Snell Isle. Blvd., Suite 216
St. Petersburg, Fl. 33704

ARTICLE V INCORPORATOR

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

Mr. Dan Matta
1325 Snell Isle. Blvd., Suite 216
St. Petersburg, Fl. 33704

The undersigned incorporator has executed these Articles of Incorporation this 12 th day of Sept, 1997.



(Signature)

Dan Matta

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 PM 2:44

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

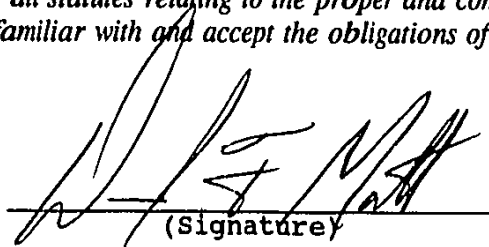
1. *The name of the corporation is:*

Body Innovative Growth, Inc.

2. *The name and address of the registered agent and office is:*

Mr. Dan Matta
1325 Snell Isle Blvd., Suite 216
St. Petersburg, Fl. 33704

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Dan Matta