

MICHAEL A. CROAK, P.A.

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P98000006175

January 15, 1998

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-01/20/98--01033--006
****122.50 ****122.50

Re: Articles of Incorporation for Muscle Plus, Inc.

Dear Sirs/Ladies:


I request that you find enclosed for filing the original Articles of Incorporation for the above referenced corporation and a check for \$122.50 representing the following fees:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

If all is in order, I would request that the Articles of Incorporation be properly filed and that the Certificate of Incorporation and certified copy of the articles be forwarded to our office at the above address.

Thank you in advance for your prompt attention to this matter.

Sincerely yours,


Michael A. Croak

/eaw

Encl.

FILED
98 JAN 20 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-1-21-98

FILED
98 JAN 20 AM 11: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MUSCLE PLUS, INC.

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Muscle Plus, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The corporation is authorized to issue a maximum number of 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The shareholders of the corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the corporation to reasonable restraint by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said stock.

In the event that the holders of common stock of the corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the corporation, such stock shall not be eligible for transfer on the books of the corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the corporation shall only be transferable upon the books of the corporation.

ARTICLE V

The initial registered office, the principal office and mailing address in this state of the corporation is 1145 Elm CT., Tavares, Florida 32778, and the name of the initial registered agent as such address is John R. Weizenecker, who by execution hereof acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE VI

The corporation shall have at least two (2) directors, but the bylaws may provide for such increase or decrease in number thereof as is authorized by law.

The Board of Directors of the corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the corporation, in whatever capacity.

The name(s) and street address(es) of the member(s) of the first Board of Directors is as follows:

NAME	ADDRESS
John R. Weizenecker	1145 Elm CT. Tavares, Florida 32778
Doris F. Weizenecker	1145 Elm CT. Tavares, Florida 32778

ARTICLE VII

The corporation shall have a President and Secretary/Treasurer, each of whom may be members of the Board of Directors, and the corporation may have any such other and additional officers as may be authorized by its bylaws

ARTICLE VIII

The name(s) and street address(es) of the incorporator(s) of the Articles of Incorporation is as follows:

NAME	ADDRESS
John R. Weizenecker	1145 Elm CT. Tavares, Florida 32778
Doris F. Weizenecker	1145 Elm CT. Tavares, Florida 32778

ARTICLE IX

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

DATED this 14th day of January, 1998

WITNESSES:

Michael A. Croak
Elizabeth Williams

John R. Weizenecker
John R. Weizenecker, Incorporator and
Registered Agent

Michael A. Croak
Elizabeth Williams

Doris F. Weizenecker
Doris F. Weizenecker, Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared John R. Weizenecker and Doris F. Weizenecker to me known to be the persons described as incorporators and registered agents in and who executed the foregoing Articles of Incorporation and who has produced their Fl. Driver License as identification.

Witness my hand and official seal in the County and State aforesaid this 14th day of January, 1998.

Michael A. Croak
Notary Public
My Comm. Exp.



MICHAEL A. CROAK
MY COMMISSION # CC458719 EXPIRES
May 3, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
98 JAN 20 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA