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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: DAY & NIGHT BODYWORKS, INC.

AUDIT NUMBER.....H98000001777

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 27, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: DAY & NIGHT BODYWORKS, INC.  
REF: W9800001903

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Dana Calloway  
Document Specialist

FAX Aud. #: H98000001777  
Letter Number: 798A00004621

CERTIFICATE OF INCORPORATION  
OF  
DAY & NIGHT BODYWORKS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

DAY & NIGHT BODYWORKS, INC.

ARTICLE II - PRINCIPAL OFFICE

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

1378 SW 16TH STREET  
MIAMI, FL 33145

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 ( one ) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo  
9572 NW 41 Street  
Miami, FL 33178  
(305) 593-2003

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ARTICLE VI-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

DELIA GORDILLO  
1378 SW 16TH STREET  
MIAMI, FL 33145

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

DELIA GORDILLO  
PRESIDENT/TREASURER

1378 SW 16TH STREET  
MIAMI, FL 33145

NATALIA ROBLES  
VICE-PRES. \SECRETARY

1378 SW 16TH STREET  
MIAMI, FL 33145

ARTICLE VIII - INCORPORATOR

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

DELIA GORDILLO  
1378 SW 16TH STREET  
MIAMI, FL 33145

ARTICLE IX - INDEMNIFICATION

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

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ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 23rd day of January, 1998

  
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DELIA GORDILLO

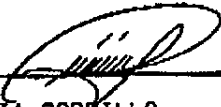
CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED.

WITNESSED:

That DAY & NIGHT BODYWORKS, INC. to organize under the laws of the state of Florida has appointed DELIA GORDILLO of 1378 SW 16TH STREET MIAMI, FL 33145 as its registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of DAY & NIGHT BODYWORKS, INC. 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 agree to comply with the applicable provisions of the Florida Statutes, this 23rd day of January, 1998

  
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DELIA GORDILLO  
Registered Agent

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TALLAHASSEE, FLORIDA

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