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TO: DIVISION OF CORPORATIONS

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NAME: FOX PHYSIQUES II, INC.

AUDIT NUMBER.....H98000004836

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
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March 12, 1998

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**ARTICLES OF INCORPORATION
OF
FOX PHYSIQUES II, INC.**

The undersigned, acting as incorporator under and by virtue of the laws of the State of Florida, and particularly the Florida General Corporation Act, as provided in Chapter 607, Florida Statutes, and any acts supplementary thereto, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be: FOX PHYSIQUES II, INC. and its principal office and mailing address shall be:

c/o FOX PHYSIQUES II, INC.
2841 N. OCEAN BLVD. # 905
FT. LAUDERDALE, FL 33308

ARTICLE II

The location of its initial registered office in the State of Florida is 2841 N. OCEAN BLVD. # 905, FT. LAUDERDALE, FL 33308, but it shall have the power to establish and maintain branch offices at such cities and towns in the State of Florida and the United States as said corporation may from time to time determine. The name of its initial registered agent at said address is MICHAEL J. FOX.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV

The authorized capital stock of the corporation shall be five hundred (500) shares of common stock having a par value of 1.00 per share. The holders of stock of the corporation shall be entitled to one (1) vote for each share of stock held at all meetings of the stockholders. Cumulative voting shall not be permitted. All subscriptions of stock shall be paid for in lawful money of the United States of America, or in property, security, labor, services or such other method of payment as the Board of Directors may reasonably approve, at a just valuation being fixed by the Board of Directors at a meeting called for such purposes; and property, labor or services may also be purchased or paid for with capital stock of the corporation, at a just valuation being fixed by the Board of Directors, and the corporation may from time to time increase its capital stock to any amount within authorization by law.

John C. Walker, C.P.A., P.A.
3020 North Federal Highway * Building 11
Fort Lauderdale, FL 33306
954/561-5670

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ARTICLE V

The term of the existence of the corporation shall be perpetual.

ARTICLE VI

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

MICHAEL J. FOX
2841 N. OCEAN BLVD. # 905
FT. LAUDERDALE, FL 33308

ARTICLE VII

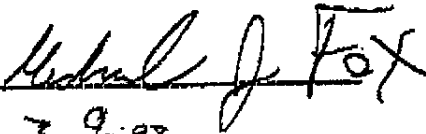
The numbers of directors of the corporation shall be a minimum of one (1) and not more than fifteen (15), none of whom shall be required to be stockholders, nor to be residents of the State of Florida.

ARTICLE VIII

The names and post office address for the first Board of Directors of the corporation, who, subject to the provisions of Certificate of Incorporation, By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, are as follows:

MICHAEL J. FOX
2841 N. OCEAN BLVD. # 905
FT. LAUDERDALE, FL 33308

The undersigned, being the original subscriber to the capital stock hereinbefore described and to these Articles of Incorporation to do business within and without the State of Florida, and the pursuant to the laws of the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto subscribed his hand this March 6, 1998.


3-9-98

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act; FOX PHYSIQUES II, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation, at the City of FT. LAUDERDALE, County of BROWARD, State of Florida has named MICHAEL J. FOX, 2841 N. OCEAN BLVD. # 905, City of FT. LAUDERDALE, County of BROWARD, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 I agree to comply with the provision of said act related to keeping open said place.

By: Michael J. Fox
3-9-98

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