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FLORIDA DIVISION OF CORPORATIONS

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NAME: BODY EXPRESS, PA.

AUDIT NUMBER.....H98000007156

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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 16, 1998

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SUBJECT: BODY EXPRESS PA.  
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FAX Aud. #: H98000007156  
Letter Number: 298A00020375

**ARTICLES OF INCORPORATION  
OF  
BODY EXPRESS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be **BODY EXPRESS, INC.**

**ARTICLE II. NATURE OF BUSINESS**

This Corporation shall engage in any lawful activities permitted under the laws of the United States and of the State of Florida.

**ARTICLE III. PRINCIPAL OFFICE**

The address of the principal office of this corporation is 4485 STIRLING ROAD, SUITE 110, FORT LAUDERDALE FLORIDA 33314. The mailing address is the same.

**ARTICLE IV. INCORPORATORS**

The name and address of the incorporators of this corporation are:

Melody Vaughn  
4485 STIRLING ROAD, SUITE 110,  
FORT LAUDERDALE Florida 33314

Sheila Vaughn  
4485 STIRLING ROAD, SUITE 110  
FORT LAUDERDALE Florida 33314

**ARTICLE V. PRESIDENT**

The initial President of the corporation shall be Melody Vaughn whose address shall be the same as the principal office of the corporation.

The initial Vice President of the corporation shall be Sheila Vaughn whose address shall

Prepared by:  
Sandra Duheine, Esq. FBV-0128929  
2020 NE 163<sup>rd</sup> St (305) 944-9100  
North Miami, FL 33162

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be the same as the principal office of the corporation.

#### **ARTICLE VI. CORPORATE CAPITALIZATION**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR (\$1.00).

#### **ARTICLE VII. POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE VIII. TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE IX. TITLE**

The Corporation, to the extent permitted by the law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation shall be 4485 STIRLING ROAD, SUITE 110, FORT LAUDERDALE Florida 33314. The name of the initial registered agent of the Corporation MELODY VAUGHN.

## **ARTICLE XI. BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE XII. EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE XIII. AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

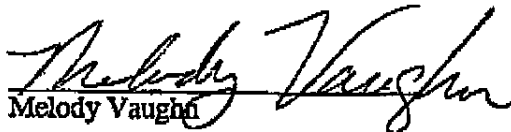
## **ARTICLE XIV. SHAREHOLDERS' RESTRICTIVE AGREEMENT**


All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

**ARTICLE XV. PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 15<sup>th</sup> day of April 1998.

  
Melody Vaughn

  
Sheila Vaughn

STATE OF FLORIDA )  
COUNTY OF Broward )

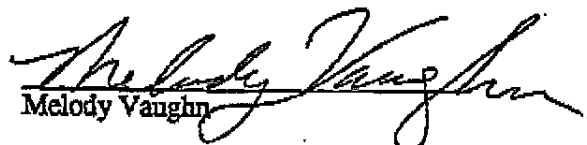
The foregoing Articles of Incorporation of **BODY EXPRESS, INC.** was acknowledged before me this 15<sup>th</sup> day of April, 1998 by SHEILA VAUGHN who is personally known to me or who has produced identification DL # V250-790-90-642-8 and by MELODY VAUGHN who is personally known to me or who has produced identification DL # M250-540-64-791-0.

  
NOTARY PUBLIC  
My Commission Expires:



**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Melody Vaughn

Date: April 15<sup>th</sup>, 1998

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