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LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PHYSIQUE ENTERPRISES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 AUG -5 AM 10:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

OF

PHYSIQUE ENTERPRISES, INC.

FILED
98 AUG -5 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: PHYSIQUE ENTERPRISES, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of this State. These activities may include, but are not limited to the operation of the following business:

- a) to engage in the business of Sales, Marketing, & Customer Service, for any person, firm, association or corporation, without restriction in this State and any other state of the United States.
- b) to conduct any and all types of business and operations. To have one or more offices/stores in this state and in any other state of the United States.
- c) to borrow money and contract debt when necessary in the purchase of, or acquisition of real, personal, and intangible property, business right or franchise; or for additional working capital, or for any other object in or about its business or affairs and without limits to amounts; and to secure the payment of money in any lawful manner.
- d) to exercise all of the powers which are now, or may hereafter be conferred upon corporations generally by the laws of the United States and of this state.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any time is: ONE HUNDRED (100) shares common stock, each share having the par value of FIVE DOLLARS (\$5.00).

ARTICLE IV - INITIAL CAPITAL

The amount of the initial capital with which this corporation shall begin business is: FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE VI - INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is: 1000 PARK VIEW DRIVE, SUITE 315, HALLANDALE BEACH, FLORIDA 33009 , and the name of the initial registered agent of this corporation at that address is: ANTONIO J. RIVERA.

ARTICLE VII - DIRECTORS

The corporation shall have one (1) director initially whose name and street address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANTONIO J. RIVERA President/Secretary/Treasurer	1000 PARK VIEW DR., #315 HALLANDALE BEACH, FL. 33009

ARTICLE VIII - SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation and the number of shares of the \$5.00 par value common stock of this corporation which he agrees to take is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
ANTONIO J. RIVERA PRESIDENT/SECRETARY/ TREASURER	100	1000 PARK VIEW DRIVE, #315 HALLANDALE BEACH, FL. 33009

ARTICLE IX - OFFICERS

The name and street address of the officers of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANTONIO J. RIVERA PRESIDENT/SECRETARY/ TREASURER	1000 PARK VIEW DRIVE, #315 HALLANDALE BEACH, FL. 33009

IN WITNESS WHEREOF, I have set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of
Florida this 31st day of July, 1998.

Antonio J. Rivera

ANTONIO J. RIVERA

PRESIDENT/SECRETARY/TREASURER

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

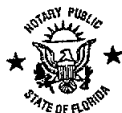
BEFORE ME, personally appeared ANTONIO J. RIVERA, to me known,
and known to me to be the individual described in, and who executed the
foregoing Articles of Incorporation and acknowledged before me that he
executed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND
STATE NAMED ABOVE THIS 31st DAY OF July,
1998.

Hewie C Chin

NOTARY PUBLIC, STATE OF FLORIDA

AT LARGE



HEWIE C CHIN
My Commission CC400747
Expires Aug. 14, 1998
Bonded by ANB
800-852-5878

MY COMMISSION EXPIRES: _____

CERTIFICATE OF RESIDENT AGENT

In pursuance of Chapter 48.91, Florida Statutes, the following is submitted in compliance with said Act.

FIRST THAT: PHYSIQUE ENTERPRISES, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at: City of Hallandale Beach, State of Florida, has named ANTONIO J. RIVERA, LOCATED AT 1000 PARK VIEW DRIVE, SUITE 315, FLORIDA 33009, COUNTY OF BROWARD, STATE OF FLORIDA, as its resident agent 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 provisions of said Act, relative in keeping open said office.

BY: _____

Antonio J. Rivera

ANTONIO J. RIVERA
RESIDENT AGENT

FILED
98 AUG -5 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA, 1998.