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CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

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T. SMITH OCT 15 1998

**ARTICLES OF INCORPORATION
OF
BODY & SPIRIT, INC.**

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The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is: **BODY & SPIRIT, INC.** The mailing address and street address of this Corporation is: 110 East Reynolds Street, Suite 700, Plant City, Florida 33566.

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange,

transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter Bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate,

or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

- (r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V Capital Stock

This Corporation is authorized to issue 10 shares of \$100.00 par value common stock which shall be designated Common Shares.

ARTICLE VI Restriction on Transfer of Shares

Any transfer of stock in this Corporation that shall have the effect of terminating or jeopardizing the status of the Corporation as an "S" Corporation as defined in Section 1361 of the Internal Revenue Code of 1986 or any successor legislation of similar import, shall be void ab initio.

ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered agent of this Corporation is 110 East Reynolds Street, Suite 700, Plant City, Florida 33566, and the name of its initial registered agent at such address is Diane Surratt.

ARTICLE VIII Initial Board of Directors

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Diane Surratt	110 East Reynolds Street, Suite 700 Plant City, Florida 33566
Lewis Surratt	110 East Reynolds Street, Suite 700 Plant City, Florida 33566
Catherine Newlon	110 East Reynolds Street, Suite 700 Plant City, Florida 33566

ARTICLE IX
Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Diane Surratt	110 East Reynolds Street, Suite 700 Plant City, Florida 33566

ARTICLE X
Conflicts of Interest

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a Director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction with like force and effect as if he or she was not such Director or officer of such other corporation or not so interested.


ARTICLE XI
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE XII
Amendment


These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of October, 1998.


Diane Surratt

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Diane Surratt

Dated: October 14, 1998

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