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EFFECTIVE DATE  
3-1-99

\*Admitted PA, VA, TN only

February 24, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

600002793346--8  
-03/03/99-01058-006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: QUANTUM BODY WORKS, INC.

Ladies and Gentlemen:


Enclosed is the original and one copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order in payment of the following items:

1.	Filing	\$ 35.00
2.	Certified copy of the Articles of Incorporation	\$ 8.75
3.	Registered Agent Designation	\$ 35.00
	TOTAL	\$ 78.75

Please send the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance.

Sincerely,

  
Mitchell S. Goldman

FILED  
99 MAR -3 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
3-8-99  
4

EFFECTIVE DATE  
3-1-99

**ARTICLES OF INCORPORATION  
OF  
QUANTUM BODY WORKS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of the corporation is **QUANTUM BODY WORKS, INC.**

**ARTICLE II  
Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III  
Purposes**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV  
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

**ARTICLE V  
Initial Registered Office and Agent**

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: MITCHELL S. GOLDMAN, 96 Willard Street, Suite 302, Cocoa, Florida, 32922.

The principal office of the corporation is as follows: 200 Banana River Blvd., Unit 2203, Cocoa Beach, Florida, 32931.

**FILED**  
99 MAR -3 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

**Directors**

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The names and street address of the initial director of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
ANNA MADISON	200 Banana River Drive, Unit 2203 Cocoa Beach, FL 32931

ARTICLE VII

**Incorporator**

The name and street address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
MITCHELL S. GOLDMAN	96 Willard Street, Suite 302 Cocoa, Florida 32922

ARTICLE VIII

**Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this \_\_\_\_ day of March, 1999.

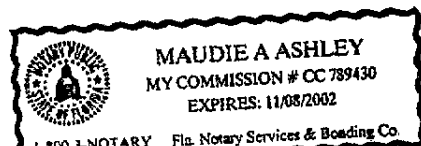
  
\_\_\_\_\_  
MITCHELL S. GOLDMAN

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 1<sup>ST</sup> day of March, 1999, by MITCHELL S. GOLDMAN.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:

**QUANTUM BODY WORKS, INC.**, desiring to organize or qualify under the laws of the State of Florida hereby designates **MITCHELL S. GOLDMAN** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 96 Willard Street, Suite 302, Cocoa, Florida 32922.



MITCHELL S. GOLDMAN

DATED: March 1<sup>st</sup>, 1999

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, 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.



MITCHELL S. GOLDMAN

DATED: March 1<sup>st</sup>, 1999

**FILED**  
99 MAR -3 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA