



THE UNITED STATES
CORPORATION
COMPANY

P99000044295

ACCOUNT NO. : 072100000032

REFERENCE : 240920 7146484

AUTHORIZATION :

Patricia Poynter

COST LIMIT : \$ 78.75

FILED
99 MAY 14 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 14, 1999

ORDER TIME : 2:04 PM

ORDER NO. : 240920-005

CUSTOMER NO: 7146484

CUSTOMER: Lawrence S. Evans, Esq
L.S. EVANS & ASSOCIATES
L.S. EVANS & ASSOCIATES
1570 Madruga Ave., Ste. 211

500002876055--6

Miami, FL 33146

DOMESTIC FILING

NAME: B S BODY & SHAPE IMPORT AND
EXPORT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
99 MAY 14 PM 2:29
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PH 5/14/99

ARTICLES OF INCORPORATION
OF
B S BODY & SHAPE IMPORT AND EXPORT, INC.

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The undersigned incorporator of this Corporation under Chapter 607, Florida Statutes, as amended, adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is: **B S Body & Shape Import and Export, Inc.**

ARTICLE II

The principal place of business of this Corporation shall be 2439 S.W. 27th Lane, Miami, Florida 33133.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which the Corporation is organized is the following: to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

The maximum number of shares which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One Dollar and 00/100 (\$1.00) per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as it may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE VI

The initial registered office of this Corporation shall be 1570 Madruga Avenue, Coral Gables, Florida 33146, and the initial registered agent of this Corporation at such office shall be Lawrence S. Evans who, by signing these Articles of Incorporation, accepts the designation and agrees to comply with the provisions of Section 48.091 Florida Statutes as amended from time to time with respect to keeping an office open for service of process.

ARTICLE VII

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the shareholders.

ARTICLE VIII

The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Rosely D. F. Rodrigues	2439 S.W. 27 th Lane Miami, Florida 33133

Luiz Sergio de Britto Pereira

2439 S.W. 27th Lane
Miami, Florida 33133

ARTICLE IX

The name and the street address of the subscriber to the Articles of Incorporation is:

Name

Address

Lawrence S. Evans

1570 Madruga Avenue
Coral Gables, Florida 33146

ARTICLE X

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is financially or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he or she were not interested, or were not a director, member or officer of such other corporation, firm, association or partnership.



LAWRENCE S. EVANS

ACCEPTANCE OF REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for B S Body & Shape Import and Export, Inc. at the place designated in the foregoing Articles of Incorporation, Lawrence S. Evans agrees to act in this capacity and agrees to comply with the provisions of Section 607.0501, Florida Statutes relative to keeping open an office.

Dated: May 13, 1999.



LAWRENCE S. EVANS