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P990000047823

E-mail: glidget@grahamclark.com

May 13, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

400002875704--1
-05/14/99--01076--020
*****78.75 *****78.75

Re: **Incorporation of Bodytek, Inc.**
Our File #

Dear Sir or Madam:

In connection with the above, I have enclosed an original and one copy of Articles of Incorporation for *Bodytek, Inc.*, together with a check in the amount of \$78.75 for filing the Articles and providing me with a certified copy of the same.

Thank you for your cooperation and assistance with this matter. Please contact me if you have any questions concerning this corporation.

Sincerely,

Gidget A. Zook
Gidget A. Zook, Legal Assistant

Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SHARON

MAY 26 1999

W99-11681



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 18, 1999

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
P.O. DRAWER 1690
WINTER PARK, FL 32790

SUBJECT: BODYTEK, INC.
Ref. Number: W99000011681

We have received your document for BODYTEK, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon L Philman
Document Specialist Supervisor

Letter Number: 899A00027606

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May 25, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

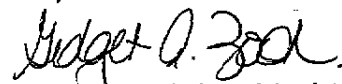
**Re: Incorporation of *Body Tech of Orlando, Inc.*
Our File # 5431-1**

Dear Sir or Madam:

In connection with the above, I have enclosed an original and one copy of Articles of Incorporation for *Body Tech of Orlando, Inc.*, together with your letter dated May 18, 1999.

Thank you for your cooperation and assistance with this matter. Please contact me if you have any questions concerning this corporation.

Sincerely,



Gidget A. Zook, Legal Assistant

Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
BODY TECH OF ORLANDO, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporators do hereby certify they are forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

ARTICLE I

The name of the corporation shall be: BODY TECH OF ORLANDO, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation and its powers shall be:

1. To engage in any lawful business as provided for under the laws of the State of Florida.
2. To do all and every thing necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendments thereto, or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar to the nature of the objects set forth to the same extent as a natural person might or could do.

ARTICLE III

The maximum number of shares of stock which may be issued by this corporation is 5000 shares of common stock, par value \$1.00 per share.

ARTICLE IV

The holders of common shares shall be entitled to purchase ratably according to their respective holdings any common shares (voting or nonvoting) of the corporation issued or sold for cash, and any

purchase warrants or other option rights which may be issued giving the right to purchase such common shares for cash, but in either such case only at such prices and during such period or periods and upon such terms as may be determined from time to time by the Board of Directors.

ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The street address of the principal office of this corporation shall be: 3344 Bridgeford Drive, Orlando, Florida 32812.

ARTICLE VII

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the Bylaws of the corporation. The corporation shall have two Directors initially. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

ARTICLE VIII

The name and street address of the first Board of Directors of this corporation who shall hold office until his successors are elected and qualified shall be:

NAME

Kathleen Jurik

James A. Szabo

ADDRESS

3344 Bridgeford Drive
Orlando, Florida 32804

3344 Bridgeford Drive
Orlando, Florida 32804

ARTICLE IX

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the Bylaws.

ARTICLE X

The amount of the capital with which this corporation shall begin business is a minimum of Fifty Dollars (\$50.00).

ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the Bylaws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the Bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the Bylaws of this corporation consistent therewith.
3. The number of Directors of this corporation shall be fixed from time to time by the Bylaws, subject to any limitation imposed by these Articles of Incorporation or any amendment thereto. Any vacancy

in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

4. The corporation in its Bylaws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer to be a stockholder of the corporation.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the corporation, and the date of such meeting may be changed from time to time as the Bylaws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the Bylaws.

7. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Article III shall require a majority approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

ARTICLE XII

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or Director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XIII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIV REGISTERED AGENT AND REGISTERED OFFICE

The registered agent shall be James A. Szabo and the registered office address the above named registered agent shall occupy is located at 3344 Bridgeford Drive, Orlando, Florida 32804.


ARTICLE XV

The date of corporate existence shall be May 13, 1999.

ARTICLE XVI

The name and street address of the incorporator of these Articles of Incorporation is James A. Szabo, 3344 Bridgeford Drive, Orlando, Florida 32804.

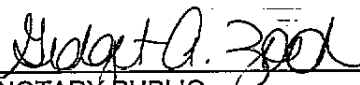
IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25th day of May, 1999.

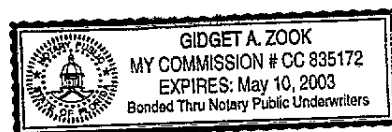

James A. Szabo, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared James A. Szabo to me well known and known to me to be the person described as the incorporator in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that she made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 25th day of May, 1999.


NOTARY PUBLIC
Print Name: Gidget A. Zook
MY COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST, that BODY TECH OF ORLANDO, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 3344 Bridgeford Drive, Orlando, Florida 32812 has named James A. Szabo located at 3344 Bridgeford Drive, Orlando, Florida 32812, County of Orange, State of Florida as its agent to accept service of process within this state.

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.

DATED: May, 25, 1999.


James A. Szabo

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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