

P99000095828

BODY ROCK, INC.
520 South Dixie Highway
Hallandale, Florida.

VIA U.S. MAIL

Secretary of State
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

700003028437--9
-10/28/99--01077--004
*****70.00 *****70.00

Re: BODY ROCK, INC.


Dear Sirs:

Enclosed please find the following for filing:

1. An Original and one copy of Articles of Incorporation for the above company;
and
2. My company's check in the amount of \$70.00 to cover the filing fee.

Please expedite the formation of the referenced corporation and return a date-stamped copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed envelope.

Very truly yours,


Tait Smith, President
For the Firm

Enclosures

FILED
99 OCT 28 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BODY ROCK, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is **BODY ROCK, INC.**

ARTICLE II
Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 520 South Dixie Highway, Hallandale, Florida 33009.

ARTICLE III
Shares

The corporation shall have authority to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE IV
Initial Registered Agent and Office

The street address of its initial registered office is 520 South Dixie Highway, Hallandale, Florida 33009 and the name of its initial registered agent at that address is Tait Smith.

ARTICLE V
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Tait Smith	520 South Dixie Highway, Hallandale, Florida 33009.

FILED
99 OCT 28 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Initial Director

The corporation initially shall have one director, whose name and address :

Name

Address

Tait Smith

520 South Dixie Highway, Hallandale, Florida 33009.

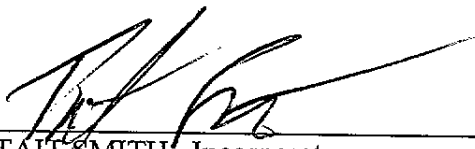
ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 21st day of October, 1999.

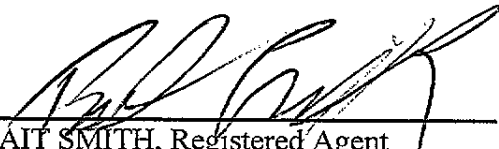


TAIT SMITH, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 21st day of October, 1999.


TAIT SMITH, Registered Agent

FILED
99 OCT 28 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA