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William D. Ward

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November 15, 1999

Florida Department of State
New Filing Section - Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

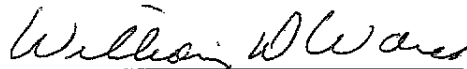
Dear Sir:

I am enclosing the Articles of incorporation of MUSCLE MATTERS, INC. and a check in the amount of \$78.75 to cover the filing fee and certified copy of the Articles.

It is my understanding that this corporation name by its registration and incorporation is now registered and protected under the laws of the State of Florida.

If there are any other requirements, please let me know.

Very truly yours,


William D. Ward, Esq.

WDW/lw
Enclosures: as stated

FILED
1999 NOV 17 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell NOV 17 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MUSCLE MATTERS, INC.**

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights and immunities of a corporation for profit.

**ARTICLE I
NAME OF THE CORPORATION**
The name of this corporation shall be
MUSCLE MATTERS, INC.

**ARTICLE II
INITIAL PRINCIPLE OFFICE**
The principle office of this corporation is 1031 Sorrento Drive, Weston, Florida 33326

**ARTICLE III
CAPITAL STOCK**
The authorized capital stock of this corporation shall be divided into 500 shares of common stock at a value of one(\$1) dollar value, to be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the stock holders or by the directors of the corporation at the organizational meeting held after the granting of the charter herein applied for or at any regular or special meeting of the corporation at which capital stock shall be sold, issued, signed, transferred only in accordance with such by laws as the company may from time to time make, alter or change.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**
The street address of the initial registered office of this corporation shall be 6250 S. W. 84th Street, Miami, Florida 33143. The name of its original registered agent is William D. Ward whose address is 6250 S. W. 84th Street, Miami, Florida 33143

**ARTICLE V
INCORPORATORS**
The name and street address of the original incorporators are:
**DEAN J. FINNEY LMT
AND
KATHLEEN M. FINNEY
1031 Sorrento Drive
Weston, Florida 33326**

ARTICLE VI
DIRECTORS

This corporation shall have at least two directors on the initial board of directors who shall hold office for the first year or until the successor is chosen.

ARTICLE VII
GENERAL NATURE OF BUSINESS

The general nature of business to be transacted and carried on by this corporation is

Massage therapy, consulting, counseling and any other business, etc.

ARTICLE VIII
CORPORATE EXISTENCE

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

In witness whereof the undersigned have subscribed their names of the 18th day of August, 1999.



Dean J. Finney

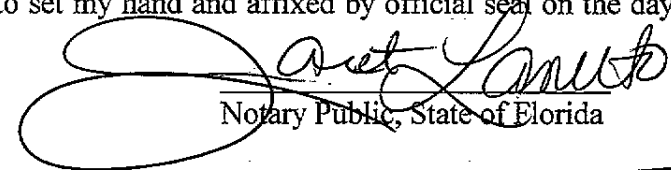


Kathleen M. Finney

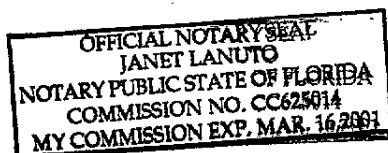
STATE OF FLORIDA)
COUNTY OF BROWARD)

I hereby certify that on the 18th day of August 1999, personally came and appeared before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, **DEAN J. FINNEY** and **KATHLEEN M. FINNEY**, well known and well known by me to be the persons described in and who acknowledged to me that they executed the foregoing articles of incorporation as their free and voluntary act in deed and for the use and purposes therein set forth and expressed.

In Witness whereof I have hereunto set my hand and affixed by official seal on the day and year above state.



Notary Public, State of Florida



ACCEPTANCE OF ORIGINAL REGISTERED AGENT

I, WILLIAM D. WARD, do hereby acknowledge that I have read the articles of incorporation of MUSCLE MATTERS, INC. and acknowledge that I am the registered agent of this corporation and, by my signature, do accept this position and agree to comply with provisions of Chapter 48.091, Florida statutes, relative to accepting service and keeping open said office.

Dated this 3rd day of August, 1999.

William D. Ward
William D. Ward

FILED
1999 NOV 17 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA