

ARTICLES OF INCORPORATION

OF

THE BODY SHOP HEALTH CLUB, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following Articles of Incorporation;

ARTICLE ONE

NAME

The name of the corporation is THE BODY SHOP HEALTH CLUB, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The objects and purposes for which the corporation is formed are:

(a) To conduct and operate a corporation for the business of increasing the health and bodily fitness of the general public through means of weight training, exercise, regulation of diet, nutritional supplements and other general physical fitness techniques; to purchase and resell nutritional supplements and any other form of vitamins; to purchase, sell, construct or manufacture exercise equipment, accessories and facilities; to purchase and resell clothing; to manage and otherwise operate a Health Club, open to the general public, for the purpose of carrying out the foregoing powers. Generally, to carry on and undertake any business, undertaking, transaction, or operation commonly carried on or undertaken by such businesses.

(b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above.

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

(d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country to the extent that such purposes

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James Kramer

are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or foreign country, to such purposes or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

ARTICLE FOUR

REGISTERED OFFICE

4.01. The street address of the initial registered office of the corporation is 321 First Street, North, Alabaster, AL 35007.

4.01. The initial registered agent at that address is James R. Kramer.

ARTICLE FIVE

CAPITAL STOCK

The total number of share that the corporation has authority to issue is (Sixty) 60 shares of common stock with a par value of One Dollar and 00/100 (\$1.00) per share.

The number of shares subscribed shall be Sixty (60) and the name and address of the subscribers to the capital stock are as follows:

<u>Name</u>	<u>Number of Shares</u>
Kyle Edward Cleveland	20
Joseph Edward Cleveland	20
Marguerite Ann Cleveland	20

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Six. The names and addresses of the persons constituting the initial Board of Directors and who are to

as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

Kyle Edward Cleveland	1340 Navajo West Drive Alabaster, AL 35007
Joseph Edward Cleveland	1340 Navajo West Drive Alabaster, AL 35007
Marguerite Ann Cleveland	1340 Navajo West Drive Alabaster, AL 35007

ARTICLE SEVEN


INCORPORATORS

The names and addresses of the incorporators are:

Kyle Edward Cleveland	1340 Navajo West Drive Alabaster, AL 35007
Joseph Edward Cleveland	1340 Navajo West Drive Alabaster, AL 35007
Marguerite Ann Cleveland	1340 Navajo West Drive Alabaster, AL 35007

I, the undersigned, have subscribed my name this the ____ day of August, 1990.


KYLE EDWARD CLEVELAND


JOSEPH EDWARD CLEVELAND


MARGUERITE ANN CLEVELAND



OFFICE OF THE SECRETARY OF STATE
State of Alabama

PERRY A. HAND
SECRETARY OF STATE

NAME RESERVATION CERTIFICATE
FOR

The Body Shop Health Club, Inc.

I, Perry A. Hand, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said state, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, based upon an examination of the corporation records on file in this office, the corporate name "The Body Shop Health Club, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James Kramer, P. O. Box 1012, Alabaster, AL 35007 for a period of one hundred twenty days beginning August 23, 1990 and expiring December 22, 1990.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on August 23, 1990.

Perry A. Hand
Secretary of State

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State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF

THE BODY SHOP HEALTH CLUB, INC.

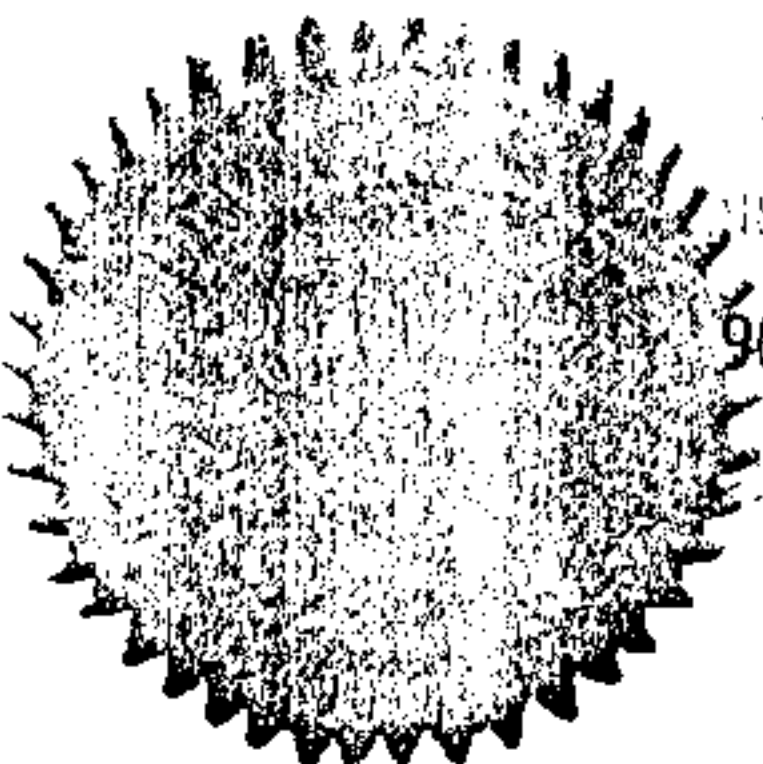
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of THE BODY SHOP HEALTH CLUB, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of THE BODY SHOP HEALTH CLUB, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 19th day of DECEMBER, 19 90.

Thomas A. Snowden, Jr.

Judge of Probate



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

90 DEC 19 PM 2:47

JUDGE OF PROBATE