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NISI LAW FIRM

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A Professional Association

01 JAN -2 AM 9: 09

Reply to:

Ginny Long, Legal Assistant  
2003 Lake Howell Lane, Suite 101  
Maitland, Florida 32751

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Telephone: (407) 622-2550  
Facsimile: (407) 622-2556  
Internet: FPNISI@aol.com

December 29, 2000

EFFECTIVE DATE  
01/01/01

VIA: Federal Express

Pam Hall  
Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee FL 32314

800003521038--6  
-01/03/01--01011--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: All About Fitness, Inc.

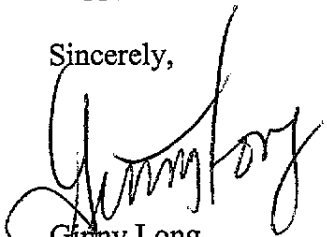
Dear Pam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a Certificate of Acceptance as Registered Agent for service of process within this state for the above-referenced corporation. A check in the amount of \$78.75 which covers the \$35.00 filing fee, \$8.75 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent is enclosed.

Please endorse your approval of the Articles of Incorporation on the duplicate copy and return them to my client in the enclosed addressed Federal Express package. Feel free to call if you have any questions. Thanks again.

Happy New Year!

Sincerely,



Ginny Long  
Legal Assistant

Enclosures

rec 1/2

PH 1/3/01 ✓

**ARTICLES OF INCORPORATION**

In Compliance with Chapter 607 ~~1/1/01, F.S. (1001)~~

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be:

All About Fitness, Inc.

**ARTICLE II PRINCIPLE OFFICE**

The principle place of business/ mailing address is:

291 Triplet Lake Drive  
Casselberry, FL 32707

EFFECTIVE DATE

01/01/01

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

The purpose of All About Fitness, Inc. will be to provide commercial grade fitness equipment to primarily commercial fitness facilities such as in apartment complexes, hotels, condominiums, health clubs, wellness centers, country clubs, municipalities, schools, hospitals, corporate fitness centers, etc. in an outside sales setting. The scope of our business would be, for instance, to meet with the owners or managers of new projects and/or existing facilities to determine the equipment needs of the facility and obtain a blueprint or floor plan of the facility so that we can provide a scaled layout of the equipment along with our proposal. Installation, service, and preventive maintenance of the equipment may be provided by All About Fitness, Inc.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

**ARTICLE IV SHARES**

The number of shares of stock is:

One Hundred (100) shares of common stock each having a par value of one dollar (\$1.00).

**ARTICLE V INITIAL OFFICERS/DIRECTORS**

The name(s) and address(es):

Robert Wilson  
291 Triplet Lake Drive  
Casselberry, FL 32707

Gina Wilson  
291 Triplet Lake Drive  
Casselberry, FL 32707

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Robert Wilson  
291 Triplet Lake Drive  
Casselberry, FL 32707

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Robert Wilson  
291 Triplet Lake Drive  
Casselberry, FL 32707

ARTICLE VIII EFFECTIVE DATE

The effective date of incorporation shall be:

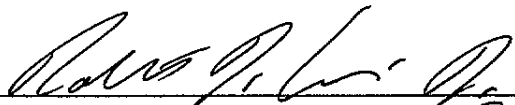
January 1, 2001 (1/1/01)

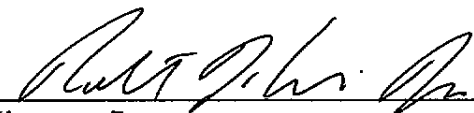
ARTICLE IX PROVISIONS FOR PERSONAL LIABILITY

Provisions for personal liability of shareholders:

Every Director and Officer of All About Fitness, Inc. shall be indemnified by the corporation against all expenses including legal fees reasonable incurred or by reason of their being imposed on him or her in connection with an proceeding to which he or she may become involved by reason of his or her efforts on behalf of or employment by All About Fitness, Inc. This right to indemnification shall be in addition to and not exclusive of all other rights to which any Director or Officer may be entitled by law, these articles, the by-laws of this corporation, or otherwise.

.....  
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Signature/Registered Agent Robert J. Wilson, JR. 12/29/00  
Date

  
Signature/Incorporator Robert J. Wilson, JR 12/29/00  
Date