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REGINA W. RAY, C.L.A.
KRISTINA L. BUSH, C.L.A.

February 16, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100003743031--0
-02/20/01--01054--004
*****87.50 *****87.50

RE: New Beginnings, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 representing the filing fee, certified copy and certificate.

Kindly return the copy to our office at the address listed above.

Thank you for your assistance and please contact me at the number listed above if further information is required.

Sincerely,

Kristina L. Bush, CLA
Certified Legal Assistant to
Robert L. McLeod II

Enclosures
/klb

Kristina GAVE

AUTHORIZATION BY PHONE TO

CORRECT Name

DATE 2/21

DOC. EXAM. klb

FILED
01 FEB 20 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

klb
2/21

ARTICLES OF INCORPORATION
OF
NEW BEGINNINGS OF NE FLORIDA, INC.

FILED
01 FEB 20 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I.

NAME OF CORPORATION: The name of the corporation shall be
NEW BEGINNINGS OF NE FLORIDA, INC.

ARTICLE II.

PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation will be New Beginnings, Inc., Anastasia Plaza, 1089 A1A Beach Boulevard, Unit 35, St. Augustine Beach, Florida 32084

ARTICLE III.

PURPOSE: The purpose for which the corporation is organized is to provide a women's health and fitness center.

ARTICLE IV.

SHARES: The number of shares of stock is 100 and they are valued at \$1.00 per share.

ARTICLE V.

INITIAL OFFICERS AND DIRECTORS: The names and address of the initial officers and directors are as follows:

President, Treasurer
Director:

Kimberly Anne Gore
22 Burning Tree Place
Palm Coast, Florida 32137

Vice President:

Donald E. Hill
Post Office Box 188
Stanford, KY 40484

Secretary:

Carol Anne Hill
Post Office Box 188
Stanford, KY 40484

ARTICLE VI.

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

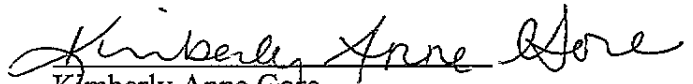
Robert L. McLeod II
43 Cincinnati Avenue
St. Augustine, Florida 32084

ARTICLE VII.

INCORPORATOR: The name and address of the Incorporator is:

Kimberly Anne Gore
22 Burning Tree Place
Palm Coast, Florida 32137

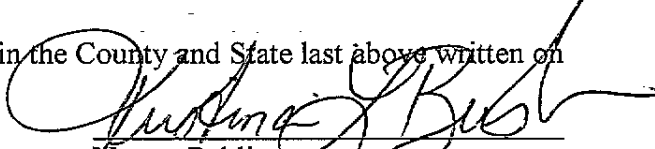
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on this 15th day of February, 2001.


Kimberly Anne Gore


STATE OF FLORIDA
COUNTY OF ST. JOHNS

Before me, a Notary Public in and for the above County and State authorized to take acknowledgments, personally appeared KIMBERLY ANNE GORE, to me well known or who has provided the following type of identification _____ is the individual described in and who executed the foregoing Articles of Incorporation, while under oath, and acknowledged before me that she executed the same for purposes therein expressed.

WITNESS my hand and official seal in the County and State last above written on this 15th day of February, 2001.


Notary Public

My Commission Expires:

 Kristina L. Bush
Commission # CC 759734
Expires Aug. 29, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

ACKNOWLEDGEMENT/CERTIFICATE OF REGISTERED AGENT

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.



ROBERT L. McLEOD II
Registered Agent

FILED

01 FEB 20 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA