

TRANSMITTAL LETTER

FILED

PD1000054150

01 MAY 24 PM 12: 21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500004315295--3  
-05/24/01--01063--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ANATOMY OF Fitness, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Joseph P. GAROFALO  
Name (Printed or typed)

3527 NE 168 St., # 404  
Address

North Miami Beach, FL 33160  
City, State & Zip

(305) 788-3310  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**

**OF**

**ANATOMY OF FITNESS, INC.**

**FILED**

**01 MAY 24 PM 12:21**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I**

The name of the corporation is ANATOMY OF FITNESS, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is P. O. Box 370146, Miami, Florida 33137.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 3527 N.E. 168<sup>th</sup> Street, #404, City of North Miami Beach, County of Dade, State of Florida 33160 and the name of its initial registered agent is Joseph P. Garofalo.

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**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Director, who will serve as the Corporation's director until a successor(s) is duly elected and qualified is:

Joseph P. Garofalo

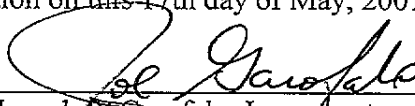
**ARTICLE VII**

The name of the Incorporator is Joseph P. Garofalo and the address of the Incorporator is 3527 N.E. 168<sup>th</sup> St., #404, North Miami Beach, Florida 33160.

**ARTICLE VIII**


This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation on this 17th day of May, 2001.

  
\_\_\_\_\_  
Joseph P. Garofalo, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of ANATOMY OF FITNESS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Name: Joseph P. Garofalo,  
Registered Agent

Dated: May 17, 2001