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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.  
Quik'n Fit, Inc.

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ARTICLES OF INCORPORATION  
OF  
**QUIK'N FIT, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is: **Quik'n Fit, Inc.**

ARTICLE TWO

PRINCIPAL OFFICE & MAILING ADDRESS

The initial principal office and mailing address of the corporation is:

106 George Ellis Point Road, Freeport, Florida 32439

ARTICLE THREE

PHYSICAL ADDRESS

The initial physical address of the corporation is:

650 Hwy. 331 South, DeFuniak Springs, FL 32435

ARTICLE FOUR

CORPORATE EXISTENCE AND DURATION

The corporate existence shall begin on the date of filing of these articles and the duration of the corporation shall be perpetual.

ARTICLE FIVE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of management and operation of a Health and Fitness Services to the general public.

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- 2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the shareholders of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
- 3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE SIX

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000 shares. and may change upon the vote of not less than 2/3 vote of the outstanding shares. Such shares shall be of a single class of common stock with a par value of \$1.00.

ARTICLE SEVEN

ORGANIZATION

This corporation, pursuant to the authority vested in Section 607.0801 and 607.0732(1), Florida Statutes, is to have no board of directors and said corporation shall be managed by its shareholders rather than a board of directors, and the shareholders shall elect the officers and otherwise run the corporation in the place and stead of a board of directors.

ARTICLE EIGHT

SHAREHOLDERS AND OFFICERS

The names and addresses of the shareholders and initial officers of this corporation are:

<u>Name:</u>	<u>Address:</u>
<u>Jessica G. Monteleone</u> President/ Secretary	106 George Ellis Point Road, Freeport, Florida 32439 (510 Shares) - 51% Shareholder
<u>David V. Monteleone</u> Vice-President/ Treasurer	106 George Ellis Point Road, Freeport, Florida 32439 (490 Shares) - 49% Shareholder

ARTICLE NINE

POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS

The power to adopt, alter, or amend or repeal by-laws shall be vested in the shareholders, by a vote of not less the 2/3 of the outstanding.

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ARTICLE TEN

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

ARTICLE ELEVEN

----- ACTION BY WRITTEN CONSENT -----

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE TWELVE

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

A. Wayne Williamson  
1020 Ferdon Blvd. South  
Crestview, FL 32536

ARTICLE THIRTEEN

INITIAL REGISTERED OFFICE AND AGENT

The initial office and registered agent of this corporation is as follows:

A. Wayne Williamson  
Welton & Williamson, P.A.  
1020 Ferdon Blvd. South  
Crestview, FL 32536

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ARTICLE FOURTEEN

AMENDMENTS

The Shareholders shall have the power to alter, amend, or repeal provisions of these articles upon the vote of not less than 2/3 of the outstanding shares.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 14 day of Oct, 2004.

A. Wayne Williamson  
A. Wayne Williamson, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.

A. Wayne Williamson  
A. Wayne Williamson, For  
Welton & Williamson, P.A.

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