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ARTICLES OF INCORPORATION
OF
SHELTON BODY & FITNESS, INC.

ARTICLE I - NAME

The name under which this corporation will be conducted its business and be known and recognized is:

SHELTON BODY & FITNESS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address is:

2416 WINFIELD DRIVE KISSIMMEE, FL. 34743

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - SHARES

This corporation is authorized to issue five hundred (500) shares of one dollar (1.00) par value common stock, which shall be designated "common shares"

ARTICLE V - INITIAL OFFICERS

The officers of this corporation shall be:

President: Andrew Shelton
Vice-President: Andrew Shelton
Treasurer: Andrew Shelton
Secretary: Andrew Shelton

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Andrew Shelton
2552 Aster Cove Lane
Kissimmee, Fl. 34758

The Board of Directors may from time to time move the principal office to any other office in Florida.

ARTICLE VI - REGISTERED AGENT

The name of the initial registered agent of this corporation is: Andrew Shelton

and the street address of the initial registered office of this corporation is:
2416 Winfield Drive Kissimmee, Fl. 34743

ARTICLE VII - INCORPORATOR

The name of the initial incorporator of this corporation is: Andrew Shelton

and the street address of the initial incorporator of this corporation is:
2552 Aster Cove Lane Kissimmee, Fl. 34758

Having been named as registered agent and incorporator 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 and agree to act in this capacity.

Andrew Shelton
Signature

10/20/04
Date

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ARTICLE VIII - SHAREHOLDERS

Shareholders meeting will take place once a year within or without the geographical boundaries of the State of Florida. A majority of the share entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event, shall a quorum consist of less than one third of the shares entitled to vote at the meeting. Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any

person who serve at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been director or officer of the corporation, or by reason or any action alleged to have been hereto after or hereafter taken or omitted by his as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable for negligence or willfull misconduct in the performance of his date.

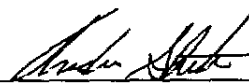
The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall *anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.*

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interest in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which *action upon any such contract or transaction shall be taken*; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in *determining the existing of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.*

ARTICLE X - AMMENDMENT

These Articles of Incorporated may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amended. A chapter amendment requires the affirmative vote of the holders of a majority of the shares holders entitled to vote thereon. Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 20th of October of 2004.

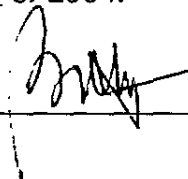


President

STATE OF FLORIDA)
 : SS
COUNTY OF OSCEOLA)

I HEREBY CERTIFY, that on this day before me, a notary public duly authorized in the State and County name above, personally appeared Andrew Shelton known to me or produced a personal identification: FLORIDA DL No. S435-012-77-383-0 executed the foregoing Articles of Incorporation, and acknowledged before me that the executed those Articles of Incorporation.

I WITNESS WHEREOF, I set my hand and official seal of the county and state named above this 20th of October of 2004.



Notary Public