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15630 Laurel Dawn Drive
Fort Myers, FL 33912
April 25, 1995

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

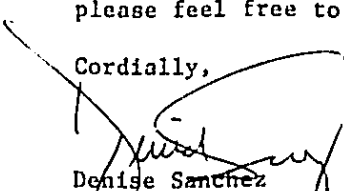
Secretary of State
Division of Corporations
Capitol Building
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed are two (2) copies of the Articles of Incorporation of Fitness One-On-One, Inc., and the appointment of a registered agent for filing purposes, along with our check in the amount of \$122.50 for filing fees.

Please return the approved articles to me. If you have any questions, please feel free to let me know.

Cordially,


Denise Sanchez
Incorporator

Enclosures

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ARTICLES OF INCORPORATION
OF
FITNESS ONE-ON-ONE, INC.

(I)

The Name of the Corporation is Fitness One-On-One, Inc.

(II)

The Corporation is organized pursuant to the provisions of the Florida Business Corporations Act.

(III)

The period of its duration is perpetual.

(IV)

The corporation is a corporation for profit and is organized for the following purposes:

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, fraternal benefit society, state fair or exposition.

In addition the Corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

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(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

(V)

The aggregate number of shares which the corporation shall be authorized to issue is one hundred (100) and the par value of each share is no par.

(VI)

The street address of the initial registered office of the corporation is 15630 Laurel Dawn Drive, Fort Myers, Florida 33912 and the initial registered agent of the corporation at such address is Denise Sanchez. The address of the registered agent and the address of the corporation is the same.

(VII)

The number of directors constituting the initial board of directors of the corporation is one (1), and the name(s) and address(es) of the person(s) who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Denise Sanchez
15630 Laurel Dawn Drive
Fort Myers, FL 33912

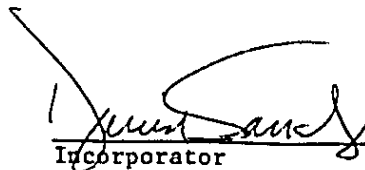
(VIII)

The name and address of the incorporator(s) are:

Denise Sanchez
15630 Laurel Dawn Drive
Fort Myers, FL 33912

In witness thereof, the undersigned incorporator(s) has executed these Articles of Incorporation.

This th day of April, 1995.


Incorporator

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I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Registered Agent