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WORK OUT WEAR SHOP, INC.

6800 DANNY ROAD
TAMPA, FLORIDA 33634

PLEASE REPLY TO:

MITCHELL RAMOS, JR.
President

ANDREW A. BAKER, JR.
Vice President

SANDY R. RAMOS
Secretary/Treasurer

Phone No.: (813) 835-7154
Fax No.: (813) 237-0400

May 31, 1996

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Ms. Beth Register
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**RE: Filing of New Incorporation:
WORK OUT WEAR SHOP, INC.**

Dear Beth:

Enclosed please find the original and one (1) copy of the Articles of Incorporation referencing the new entity mentioned above. Additionally, a check to cover the cost associated with filing the articles and a certificate of incorporation on same.

As the preparer, please forward all inquiries as well as the final document to my attention.

Thank you for your kind attention to this matter.

Sincerely,

Mitchell Ramos Jr.
MITCHELL RAMOS, JR.
President

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUN 19 1996

**ARTICLES OF INCORPORATION
OF
WORK OUT WEAR SHOP, INC.**

ARTICLE ONE - NAME

The name of this corporation is: Work Out Wear Shop, Inc.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

The purpose for which this is organized shall be to engage in any lawful act or activity for which corporations may be organized under Florida Business Corporation Act to be transacted, promoted or carried on are:

To engage in the retail sale of athletic wear; sports wear; aerobic wear and dance shoes, ownership, management, marketing, and promotion of a company offering retail goods and services, including but not limited to the sale of any and all retail goods thereto:

To purchase, receive by way of gift, subscribe for, invest in, and all other ways acquire, invest lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, operate, exercise, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible and intangible, wherever situated and however held, including but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof:

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SECRET STATE
TALLAHASSEE, FLORIDA

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others;

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations;

To let concessions to other to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any Government or authority of subdivision or agency thereof;

In general, to engage in any other activity or to carry on any other business in connection with the foregoing within the purposes for which corporations may be organized under the State of Florida General Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the power of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision or any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object, expresses, and the enumeration as to specific powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE FOUR - CAPITALIZATION

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one hundred (100) shares of common stock, at a par value of one dollar (\$1) per share. At any time and from time to time when authorized by resolution of the Board of Directors and without any action by the stockholders, the corporation may issue or sell any share of its capital stock, whether out of the unissued shares thereof authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof.

The corporation may receive in payment, in whole or in part, for any shares of leases thereof, and in the absence of actual fraud in the transaction, the judgement of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

ARTICLE FIVE - REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's registered office is 6906 Barry Road, Tampa, Florida 33634, and the name of the corporation's registered agent at such address is Mitchell Ramos, Jr.

ARTICLE SIX - INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors is three (3), and the name and address of the person who is to serve as the initial directors and officers are:

| <u>Position</u> | <u>Name</u> | <u>Address</u> |
|-----------------|----------------------|---|
| PRESIDENT | MITCHELL RAMOS, JR. | 6906 Barry Road Tampa, Florida 33634 |
| V.-PRESIDENT | ANDREW A. BAKER, JR. | 911 East McBerry Street Tampa, Florida 33603 |
| SECRETARY | SANDY E. RAMOS | 6906 Barry Road Tampa, Florida 33634 |
| TREASURER | SANDY E. RAMOS | 6906 Barry Road Tampa, Florida 33634 |

ARTICLE SEVEN - INCORPORATOR

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| PRESIDENT | MITCHELL RAMOS, JR. 6906 Barry Road Tampa, Florida 33634 |

ARTICLE EIGHT - PRE-EMPTIVE RIGHTS

When the Board of Directors so determine, the increased stock provided for by these Articles of Incorporation, and any further increase of the same, or any portion thereof, shall first be offered, at a price determined by the Board of Directors, pro rata to the stockholders of record who may desire to subscribe for such stock.

ARTICLE NINE - FISCAL YEAR

The fiscal year of this corporation shall commence on January first and end on December 31st.

ARTICLE TEN - "S" CHAPTER CORPORATION

The corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferrable only to natural persons who are not non-resident aliens.

ARTICLE ELEVEN - TRANSFER OF STOCK

Shares in the corporation may be transferred to the corporation, to other stockholders of record in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors. The issuance is as follows:

| | | |
|-------------|----------------------|-----|
| PRESIDENT | MITCHELL RAMOS, JR. | 51% |
| V-PRESIDENT | ANDREW A. BAKER, JR. | 30% |
| SECY/TREAS. | SANDRA E. RAMOS | 19% |

ARTICLE TWELVE - NON-ASSESSIBILITY OF STOCK

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagement of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

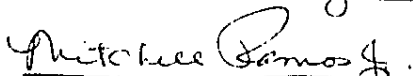
ARTICLE THIRTEEN - BOARD OF DIRECTORS

The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than five (5) directors. The Board of Directors shall be elected in the manner set forth in the bylaws. In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the bylaws.

ARTICLE FOURTEEN - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS WHEREOF, I HAVE EXECUTED THESE Articles of Incorporation in duplicate on June 12, 1996.


MITCHELL RAMOS, JR.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing Articles of Incorporation was acknowledged this
10th day of JULY, 1996, in the state and county set
forth above by Mitchell Ramos, Jr., president of Work Out Wear
Shop, Inc., a Florida Corporation, on behalf of the corporation.
He is/ is not personally known to me, and did/ did not produce
identification and did/ did not take an oath.

SWORN TO AND SUBSCRIBED
before me this 10th day
of JUNE, 1996

LISA KNUSS
Notary Public, State of Florida
My Comm. Expires April 12, 2000
NAME Lisa Knuss
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: 4-12-2000

I hereby affix my signature below as Incorporator of
Work Out Wear Shop, Inc.

Mitchell Ramos Jr.
MITCHELL RAMOS, JR.

CERTIFICATE

That Work Out Wear Shop, Inc., desiring to organize under the laws
of the State of Florida, with its principal office at 6906 Barry
Road, Tampa, Florida 33634, City of Tampa, County of Hillsborough,
State of Florida, has named Mitchell Ramos, Jr., located at 6906
Barry Road, Tampa, Florida 33634, as its registered agent to accept
service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-
named Corporation at the place designated in this Certificate the
undersigned agrees to act in this capacity and agrees to comply
with the provisions of Florida law relative to keeping designated
office open.

Mitchell Ramos Jr.
MITCHELL RAMOS, JR.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: WORK OUT WEAR SHOP, INC.
2. The name and address of the registered agent and office is:

Mitchell Ramos, Jr.
6906 Barry Road
Tampa, Florida 33634
(813) 885-7154

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mitchell Ramos, Jr.
MITCHELL RAMOS, JR.

June 12, 1996
(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA