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SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

July 21, 1997

Reply To:
St. Petersburg

Re: New Company Incorporation

700002249527--2
-07/28/97--01140--006
*****70.00 *****70.00

To Whom It May Concern:

Enclosed are the original Articles of Incorporation for Performance Training, Inc. Also, enclosed is a check in the amount of \$70.00 to cover the filing fees for the corporation and the registered agent.

Please advise if you need anything further. Thank you for your assistance. Please return the paperwork to my attention.

Very truly yours,

ELLEN HIRSCH de HAAN

FILED
97 JUL 28 PM 12:09
TALLAHASSEE, FL 32399

encl
EHD/bag

BECKER & POLIAKOFF, P.A.

ARTICLES OF INCORPORATION
OF
PERFORMANCE TRAINING, INC.

FILED
97 JUL 28 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation is PERFORMANCE TRAINING, INC.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes, including the operation of a personal training studio and development of franchise programs.

ARTICLE III
STOCK

This Corporation is authorized to issue 100 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1742 Meredith Lane, Belleair, FL 33756-1636; and the name of the initial registered agent at that address is Nico de Haan.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Nico de Haan.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator of this Corporation is Nico de Haan, 1742 Meredith Lane, Belleair, FL 33756-1636.

ARTICLE VII
ADDRESS

The principal office and mailing address of the corporation is 1920 West Bay Drive, Largo, Florida 34640.

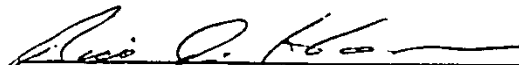
ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX
PERPETUAL EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of July, 1997.


Nico de Haan, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


NICO de HAAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA