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2005 AUG -2 P 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
2005-07-15 P 2:07
TALLAHASSEE, FLORIDA

July 15, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: FOREIGN QUALIFICATION – ATLANTA FITNESS, INC.

Ladies and Gentlemen:

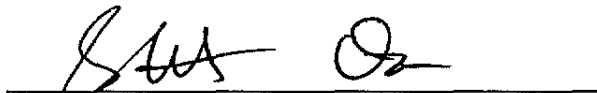
Please find enclosed for filing executed duplicate originals of the Application by a Foreign Corporation for Authorization to Transact Business in Florida as well as a Certificate of Good Standing from the home jurisdiction for the above-referenced entity.

Also enclosed is a check in the amount of \$88.00 as the appropriate fees for filing and for a **certified copy**.

Please return any copies and/or receipts, stamped to show the date of filing, to the undersigned.

Thank you very much for your assistance.

Sincerely,



Stephen Dow
14655 Glencreek Way
Alpharetta, Georgia 30004

For further information concerning this matter, please call Tracy Newman at 818-879-9079 x 114.

**APPLICATION BY A FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

ATLANTA FITNESS, INC.

In compliance with section 607.1503, Florida Statutes, the following is submitted to register a foreign corporation to transact business in the state of Florida.

FILED
7:55 AUG -2 P 2:07
CLERK OF THE COURT
STATE OF FLORIDA

ARTICLE I

The name of the Corporation is ATLANTA FITNESS, INC.

ARTICLE II

The state under the law of which it is incorporated is Nevada.

ARTICLE III

The FEI number is 11-3749119.

ARTICLE IV

The date of incorporation was April 27, 2005.

ARTICLE V

The duration of the corporation is perpetual.

ARTICLE VI

The date the corporation will first transact business in the state of Florida is upon qualification.

ARTICLE VII

The address of the principal office of the Corporation is

5513 Brooke Ridge Dr.
Atlanta, Georgia 30338

The current mailing address of the Corporation is:

5513 Brooke Ridge Dr.
Atlanta, Georgia 30338

ARTICLE VIII

The purpose authorized in the home state of the corporation to be carried out in the state of Florida is fitness and nutrition consulting.

ARTICLE IX

The name and Florida street address of the initial registered agent is:

NRAI Services, Inc.
2731 Executive Park Drive, Suite 4
Weston, Florida 33331

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE X

Registered Agent's Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signed: Nellie R. Akalp Asst. Sec. Date: 7.15.05
Nellie R. Akalp, Asst. Sec., NRAI Services, Inc.

ARTICLE XI

Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

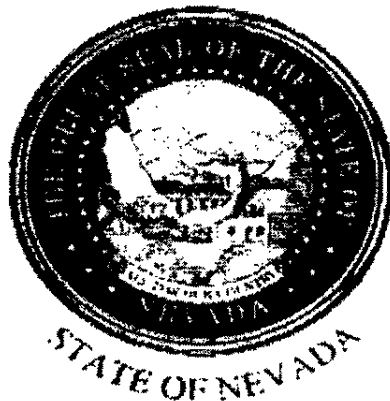
ARTICLE XII

Names and business addresses of officers and/or directors:

Stephen Dow – Director/President/Secretary/Treasurer
14655 Glencreek Way
Alpharetta, Georgia 30004

Signed: Stephen Dow Date: 7/28/05
Stephen Dow, President

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ATLANTA FITNESS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 27, 2005, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on July 8, 2005.



A handwritten signature in cursive script, reading "Dean Heller".

DEAN HELLER
Secretary of State

By

A handwritten signature in cursive script, reading "Harris".
Certification Clerk