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TRANSMITTAL LETTER

Department of State
Division of corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/10/00-01039-015
*****70.00 *****70.00

SUBJECT: FITNESS CONNECTION OF LEESBURG, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and a check for \$70.00 for filing fee and registered agent fee.

FROM: ALBERT CARDIELLO
1708 Citrus Blvd. Ste 5
Leesburg, Fl. 34748

PHONE: (352) 365-2767

Enclosures
Original and One Copy of Articles

FILED
00 JAN 10 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN 14 2000

ARTICLES OF INCORPORATION
OF
FITNESS CONNECTION OF LEESBURG, INC.

FILED
00 JAN 10 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporators submit these articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE I

The name of the Corporation is: **FITNESS CONNECTION OF LEESBURG, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation is:

1708 Citrus Blvd. Ste 5
Leesburg, Fl. 34748

ARTICLE III

Duration: The period of its duration is perpetual.

ARTICLE IV

Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including the Operation of fitness center, membership sales, supplement sales, fitness instruction and tanning.

ARTICLE V

Capital Stock: The corporation is authorized to issue one class of stock, that stock being Three Hundred (300) shares at One (\$1.00) Dollars per share, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE VI

Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

ALBERT CARDIELLO
1708 Citrus Blvd., Ste 5
Leesburg, FL 34748

ARTICLE VII

Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Albert Cardiello, President	5308 Old Hickory Lane Fruitland Park, Fl. 34731
Nancy Ranize, V-Pres, and Sec/Treas	1131 Linda Glen Ave. Fruitland Park, Fl. 34731

ARTICLE VIII

Incorporators. The name and addresses of the Incorporators signing these Articles of Incorporation are:

NAME	ADDRESS
Albert Cardiello	5308 Old Hickory Lane Fruitland Park, Fl. 34731
Nancy Ranize	1131 Linda Glen Ave. Fruitland Park, Fl. 34731

ARTICLE IX

Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

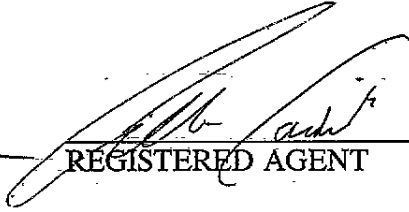
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 5th day of March, 2000.

Witness to Incorporators Signatures

and to Registered Agent
Signature


ALBERT CARDIELLO


NANCY RANIZE


REGISTERED AGENT

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: FITNESS CONNECTION OF LEESBURG, INC.
2. The name and address of the registered agent and office is:

ALBERT CARDIELLO
1708 Citrus Blvd. Ste 5
Leesburg, Florida 34748

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.

Signature of registered agent


ALBERT CARDIELLO

Date of Signature: 1-05-2008