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Brad Alexander  
Proprietor's Name

155 South Miami Avenue PH 1

Address

Miami, FL 33130

City

State

ZIP

Phone

8071A

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CORPORATION(S) NAME

shape up Fitness, Inc.

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| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Pick Up                    |
| <input type="checkbox"/> Walk In             |  | <input type="checkbox"/> Mail Out                   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)



Empire Toll Free: 1-800-432-3028

RECEIVED  
00 FEB 22 PM 12:46  
00 FEB -9 AM 10:54  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

Cert.  
copy.



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 9, 2000

EMPIRE

MIAMI, FL

SUBJECT: SHAPE UP FITNESS, INC.  
Ref. Number: W00000003540

We have received your document for SHAPE UP FITNESS, INC.. However, the document has not been filed and is being returned for the following:

Please complete Article(s) 5.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 100A00006687

RECEIVED  
00 FEB 18 AM 9:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 18, 2000

EMPIRE

MIAMI, FL

SUBJECT: SHAPE UP FITNESS, INC.  
Ref. Number: W00000003540

You failed to make the correction(s) requested in our previous letter.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 800A00008857

RECEIVED  
00 FEB 22 AM 9:17  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of SHAPE UP FITNESS, INC.  
a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: SHAPE UP FITNESS, INC.  
Address of the Corporation: 909 ALTON RD. M.B. FL 33139

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100  
PAR VALUE 0 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:  
155 S. MIAMI AVE. PH1 MIAMI FL 33130  
and the name of the initial registered agent at such address is BRAD ALEXANDER

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

Brad Alexander 2/21/00  
Signature of Registered Agent Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. ERIC McDUFFIE 909 ALTON RD. M.B. FL

Article 7: The Name and address of the incorporator is:

ERIC McDUFFIE 909 ALTON RD. M.B. FL 33139

In witness whereof I have subscribed my name

Eric McDuffie

Signature of Incorporator