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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**WOMEN'S FITNESS EXPRESS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION
OF
WOMEN'S FITNESS EXPRESS, INC.

ARTICLE I - NAME

The name of this corporation shall be:

WOMEN'S FITNESS EXPRESS, INC.

and its principal office is:

919 S. PARSONS AVENUE
BRANDON, FLORIDA 33511

ARTICLES II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

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TALLAHASSEE, FLORIDA

LAW OFFICES
CURRY & ASSOCIATES, P.A.
1515 N. POLYMER DRIVE, SUITE 100
TALLAHASSEE, FLORIDA 32310
(904) 833-1111
FAX (904) 833-1112

P.02/05

EMPIRE CORPORATE KIT

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**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this corporation shall be 750 W. Lumsden Road, Suite "C", Brandon, Florida 33511. The Registered Agent of this corporation at such office, shall be Clifton C. Curry, Jr., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

**ARTICLE VI - INITIAL BOARD
OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board are:

NAME	ADDRESS
DR. JOHN S. MORGAN, D.C.	919 S. PARSONS AVENUE BRANDON, FLORIDA 33511
DR. KENNETH A. WETHERINGTON, D.C.	919 S. PARSONS AVENUE BRANDON, FLORIDA 33511

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ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

DR. JOHN S. MORGAN, D.C.

919 S. PARSONS AVENUE
BRANDON, FLORIDA 33511

John S. Morgan
JOHN S. MORGAN
as Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, JOHN S. MORGAN, as Incorporator, to me personally known or who produced driver's licenses or _____ as identification, and who did take an oath, to be the person described in and who, after being duly sworn, deposes and states that she executed the foregoing ARTICLES OF INCORPORATION of Women's Fitness Express, Inc. and the said individual acknowledged before me that she executed the same as her free act and deed for the uses and purposes therein stated.

SWORN TO AND SUBSCRIBED BEFORE ME, this ____ day of February, 2000, at Brandon, Hillsborough County, Florida.

NOTARY PUBLIC

Kimberly Murgue
Sign

Print Name:

State of Florida at Large (Seal)

My Commission No.: _____

My Commission Expires:



Kimberly Murgue
My Commission CC000400
Expires November 28, 2003

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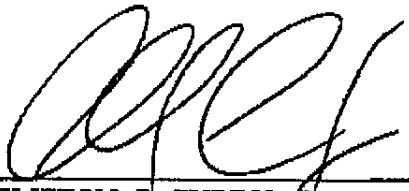
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)
WOMEN'S FITNESS EXPRESS, INC.**

Pursuant to applicable Florida Statutes, the following is submitted:

That Women's Fitness Express, Inc., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at 750 W. Lumsden Road, Suite "C", Brandon, Florida 33511, has named Clifton C. Curry, Jr., as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.


CLIFTON C. CURRY, JR.
as Registered Agent

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