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June 23, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: EXERCISE WITH MEANING, INC.
Our File Number 00-038-001

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-06/26/00--01083--004
*****70.00 *****70.00

Gentlemen:

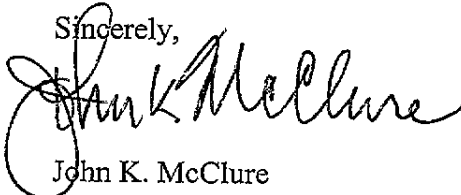
We are enclosing the original and one copy of the proposed Articles of Incorporation for EXERCISE WITH MEANING, INC. Please approve and file the original, file stamp the copy and return it to us along with the charter number.

Enclosed is my check for your charges as follows:

Filing fee for Articles of Incorporation	\$ 35.00
Filing Registered Agent's Certificate	<u>35.00</u>
Total	<u>\$ 70.00</u>

Please let me know if anything further is required.

Sincerely,


John K. McClure

JKM:jao
Enclosure

FILED
00 JUN 26 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 28 2000

**ARTICLES OF INCORPORATION
OF
EXERCISE WITH MEANING, INC.**

FILED
00 JUN 26 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

EXERCISE WITH MEANING, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is:

1. To engage in every aspect and phase of the business of owning and/or operating an exercise studio and to conduct exercise and water exercise instructional sessions both in studio and off site at individual client locations and to engage in every aspect and phase of related businesses.

2. To engage in every aspect and phase of the business of investing and reinvesting in real, tangible and intangible property.

3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

4. To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

8. The foregoing clauses shall be construed both as purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE IV. INITIAL CAPITAL

The amount of the capital with which this corporation will begin business shall not be less than five hundred dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street address of the principal office of the corporation in the State of Florida is 3923 Kenilworth Blvd., Sebring, Florida 33870. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, to permit contracts or other transactions between the

corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. ORIGINAL DIRECTORS

The name and address of the members of the first board of directors are:

NAME	ADDRESS
Susan W. Mayworth	P.O. Drawer 969 Sebring, Florida 33871

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these articles of incorporation is:

NAME	ADDRESS
Susan W. Mayworth	P.O. Drawer 969 Sebring, Florida 33871

The subscriber of these articles of incorporation hereby assigns to this corporation her rights under Section 607, Florida Statutes, to constitute a corporation, and she hereby assigns to those persons designated by the board of directors any rights she may have as a subscriber to acquire any of the capital stock of this corporation, these assignments becoming effective when these articles of incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

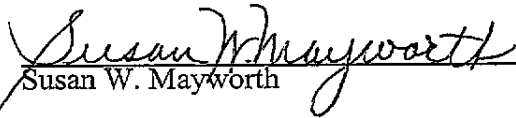
ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII. REGISTERED OFFICE AND REGISTERED AGENT

The corporation hereby designates as its registered office, 230 South Commerce Avenue, Sebring, Florida 33870-3603 and its registered agent, John K. McClure, who is located at the same address for service of process.

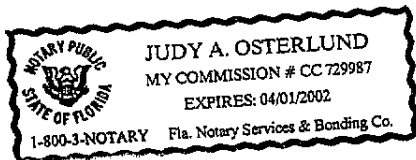
IN WITNESS WHEREOF, the undersigned subscriber, has hereunto set my hand and seal this 23 day of June, 2000 for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.


Susan W. Mayworth

**STATE OF FLORIDA
COUNTY OF HIGHLANDS**

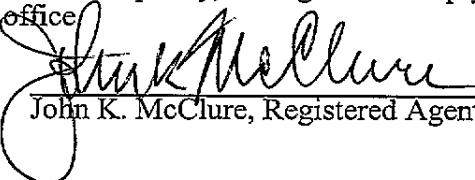
I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Susan W. Mayworth, to me known to be the person described as subscriber in or who produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 23rd day of June, 2000.




Notary Public, State of Florida
Printed Name: _____
Commission No. _____
My commission expires: _____
(affix notarial seal)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office


John K. McClure, Registered Agent

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00 JUN 26 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA