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ACCOUNT NO. : 072100000032

REFERENCE : 770256 7132640

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
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DIVISION OF CORPORATIONS
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ORDER DATE : July 20, 2000

ORDER TIME : 11:32 AM

ORDER NO. : 770256-005

CUSTOMER NO: 7132640

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CUSTOMER: Ms. Carolyn M. Sookram
Buchanan Ingersoll, P.c.

Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC FILING

NAME: THE PLACE PILATES BASED
WORKOUTS FOR MEN AND WOMEN,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE PLACE
Pilates Based Workouts for Men and Women, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be THE PLACE Pilates Based Workouts for Men and Women, Inc. (the "Corporation"). The address of the principal office of the Corporation shall be 4710 Eisenhower Blvd., Suite E-1, Tampa, FL 33634, and the mailing address shall be the same.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE III. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Corporation shall be 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is James J. Kennedy, III.

ARTICLE IV. INCORPORATOR

The name and street address of the incorporator is James J. Kennedy, III, 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602.

ARTICLE V. NUMBER OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The name and street address of the initial directors of the Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor is elected as follows:

Jeri Jesson

4710 Eisenhower Blvd., Suite E-1
Tampa, FL 33634

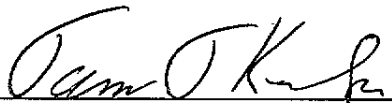
Merritt Jesson

4710 Eisenhower Blvd., Suite E-1
Tampa, FL 33634

Lisa Dyer


4710 Eisenhower Blvd., Suite E-1
Tampa, FL 33634

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of July, 2000.


James J. Kennedy, III, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

DATED: July 19, 2000


James J. Kennedy, III, Registered Agent

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