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Lat. Office

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October 12, 2000

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation/  
Synergy Health & Fitness Studio, Inc.  
File No. S49-101

Dear Folks:

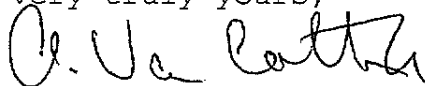
Enclosed herewith for filing please find two executed originals of the Articles of Incorporation for the above-referenced corporation.

Upon filing, please provide me with a certified copy of the document. A check for your fees in the amount of \$78.75 is enclosed.

Thank you.

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-10/16/00--01125--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Very truly yours,



A. Van Catterton, Jr.

AVC:jc  
Enclosures  
cc: Client

\sec-syn.012

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OCT 16 PM 1:01

10/18/00

ARTICLES OF INCORPORATION  
OF  
SYNERGY HEALTH & FITNESS STUDIO, INC.

00 OCT 16 PM 1:01

By these Articles of Incorporation, the undersigned Subscriber forms a professional service corporation in accordance with Chapter 607, Florida Statutes, and pursuant to the following provisions ("Articles"):

ARTICLE I

NAME

The name of the corporation shall be Synergy Health & Fitness Studio, Inc., and, for convenience, shall be referred to in this instrument as the "Corporation".

ARTICLE II

DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 2955 Pineda Causeway #201, Melbourne, Florida 32940.

ARTICLE IV

REGISTERED OFFICE AND AGENT

David Rivers, 2955 Pineda Causeway #201, Melbourne, Florida 32940, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

ARTICLE V

PURPOSES AND POWERS OF THE CORPORATION

The purpose and specific nature of the business of the Corporation shall be the rendering of services relating to personal fitness, personal training, and all other proper purposes which may be permitted by law to a professional service corporation engaged in such business under Chapter 607, Florida Statutes. The Corporation shall have the power and duty to do any and all lawful

things which may be authorized, assigned, required or permitted to be done by law, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation. The duties and powers of the Corporation shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws.

#### ARTICLE VI

##### STOCK

The Corporation shall be authorized to issue 300 shares of common stock.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be comprised of three (3) members. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

#### ARTICLE VIII

##### OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors.

#### ARTICLE IX

##### INDEMNIFICATION

The Corporation shall indemnify every officer, director, committee member, registered agent and employee of the Corporation against any and all costs and expenses, including reasonable attorney's and paralegal's fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding, or appeal therefrom (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Corporation. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Corporation shall have no

personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent that such contract or commitment may specifically provide otherwise), and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Corporation may, but shall not be obligated to, maintain adequate general liability and officers, and directors, liability insurance to fund this obligation, if such insurance is reasonably available.

#### ARTICLE X

##### BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and the Shareholders and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE XI

##### AMENDMENTS

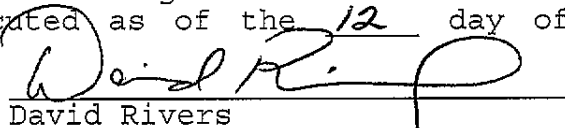
These Articles may be amended by unanimous vote of the Board of Directors and Shareholders. No amendment shall be effective until filed with the office of the Florida Secretary of State.

#### ARTICLE XII

##### SUBSCRIBERS

The names and addresses of the Subscribers to these Articles of Incorporation are David Rivers, 2955 Pineda Causeway #201, Melbourne, Florida 32940, and Kimberly Florescu, 2955 Pineda Causeway #201, Melbourne, Florida 32940.

IN WITNESS WHEREOF, the undersigned Subscribers have caused these presents to be executed as of the 12 day of October, 2000.

  
\_\_\_\_\_  
David Rivers

  
\_\_\_\_\_  
Kimberly Florescu

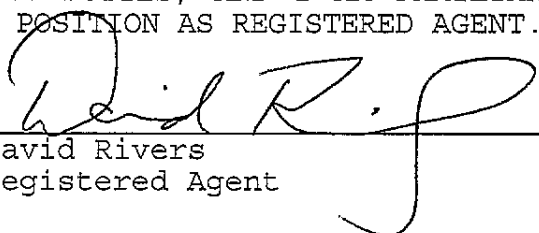
CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
SERVICE OF PROCESS

Pursuant to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said Acts.

Synergy Health & Fitness Studio, Inc., desiring to organize as a professional service corporation under the laws of the State of Florida, with its registered office at 2955 Pineda Causeway #201, Melbourne, Florida 32940, has named David Rivers, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

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.

  
\_\_\_\_\_  
David Rivers  
Registered Agent

Date: \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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