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LAW OFFICES OF LAWRENCE H. HABER, P.A.
Post Office Box 470171
Celebration, Florida 34747-0171
Telephone 407-566-0181 Facsimile 407-566-0182

September 27, 2000

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Therapeutic Re-Creations by Judy, Inc.
Florida - 2000

000003411870--3
-10/02/00--01128--004
****78.75 ****78.75

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of $78.75 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything that is not in order, please call us.

Sincerely yours,

Lawrence H. Haber

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LHH/tak
Enclosures

11/14

10-24044

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 4, 2000

LAWRENCE H HABER ESQ
PO BOX 470171
CELEBRATION, FL 34747-0171

SUBJECT: THERAPEUTIC RE-CREATIONS BY JUDY, INC.
Ref. Number: W00000024044

We have received your document for THERAPEUTIC RE-CREATIONS BY JUDY, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 000A00052518

ARTICLES OF INCORPORATION
OF
THERAPEUTIC RE-CREATIONS BY JUDY, INC.

ARTICLE I - NAME

The name of this corporation is Therapeutic Re-Creations by Judy, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business engaged in the provision of health and fitness instruction and programs.

2. To transact any and all lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 1,000 shares of $1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 2149 Lake Debra Drive, Orlando, Florida 32835, and the name of the initial registered agent of this corporation and the address of the initial registered office of the corporation are: Lawrence H. Haber, Esquire, 931 Jasmine Street, Celebration, Florida 34747.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The name and address of the initial director of this corporation is:

Ms. Judy Ransanici
2149 Lake Debra Drive
Orlando, Florida 32835

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Lawrence H. Haber
P.O. Box 470171
Celebration, FL 34747-0171

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XI - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of September 2000.

(SEAL)
Lawrence H. Haber, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Lawrence H. Haber, Esquire, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 28 day of September 2000.

Cindy Kirschner
Notary Public, State of Florida
My Commission Expires: 2-7-03

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Cindy Kirschner
My Commission CC807132
Expires February 7 2003

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE 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.

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA