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February 5, 2001

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

200003673992--6
-02/12/01--01043--008
*****70.00 *****70.00


Re: MAXIMUM FITNESS, INC.

Gentlemen:

Enclosed please find Articles of Incorporation for the above corporation and our Trust account check in the amount of \$70.00 for the filing fee.

Please file the articles and return the enclosed photocopy with the date of filing stamped thereon.

Very truly yours,


Dedra L. Curtis, BS
Paralegal

DLC/ms
Enclosures: As stated

FILED
01 FEB 12 AM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-14-01
1000

**ARTICLES OF INCORPORATION
OF
MAXIMUM FITNESS, INC.**

FILED
01 FEB 12 AM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is **MAXIMUM FITNESS, INC.**

**ARTICLE II
EFFECTIVE DATE**

The date of the commencement of the corporate existence shall be the date of the filing of these Articles with the Secretary of State.

**ARTICLE III
ADDRESS**

The address for the principal office of the corporation is 99 Minnehaha Circle, Maitland, FL 32751.

**ARTICLE IV
PURPOSE**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE VI

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is JAMES GERAGHTY, whose address is 99 Minnehaha Circle, Maitland, FL 32751.

ARTICLE VIII

INCORPORATORS

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

NAME:

ADDRESS:

JAMES GERAGHTY

99 Minnehaha Circle, Maitland, FL 32751

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one director. The name and address of the initial director of this corporation is:

NAME:	ADDRESS:
JAMES GERAGHTY	99 Minnehaha Circle, Maitland, FL 32751

ARTICLE X
LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE XI
SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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 14th day of February, 2001.

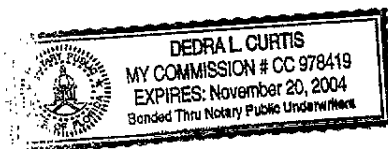

JAMES GERAGHTY

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 JAMES GERAGHTY, who is personally known to me or who presented a driver's license as identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 14th day of February, 2001.


DEDRA L. CURTIS
NOTARY PUBLIC
MY COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **MAXIMUM FITNESS, INC.**, desiring to incorporate under the laws of the State of Florida, with its principal office located at 99 Minnehaha Circle, Maitland, FL 32751, County of Seminole, State of Florida, has named JAMES GERAGHTY, whose address is 99 Minnehaha Circle, Maitland, FL 32751, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 said office open.


JAMES GERAGHTY

FILED
01 FEB 12 AM 2:15
SECRETARY OF STATE
TALLAHASSEE, FL 32399