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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ROBERT L. PETERS P.A.
Account Number : I20010000049
Phone : (904) 491-0838
Fax Number : (904) 261-6766

FLORIDA PROFIT CORPORATION OR P.A.

Saltwhistle, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight APR 02 2001

ARTICLES OF INCORPORATION
OF
SALTWHISTLE, INC.

ARTICLE I
Name

The name of the corporation is Saltwhistle, Inc.

ARTICLES II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Purpose

The purpose of this corporation is to engage in health club services
and in the transaction of any and all business permitted under the laws of the United
States and the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any time is 500 shares of common stock, each having a par value of \$1.00.

ARTICLE V
Principal Office and Registered Agent

The initial principal office of this corporation and mailing address is 1743-B South 8th
Street, Fernandina Beach, Florida 32034. The mailing address of the registered agent is
311 Centre Street, Suite 204, Fernandina Beach, Florida 32034. The name of the initial
registered agent at such address is Robert L. Peters.

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ARTICLE VI
Director

The corporation shall have one director initially, whose name and street address is as follows: Karen A. Jones, 1743-B South 8th Street, Fernandina Beach, Florida 32034.

ARTICLE VII
Subscriber

The names and addresses of the incorporator of this corporation are as follows:
Robert L. Peters, 311 Centre Street, Suite 204, Fernandina Beach, Florida 32034.

ARTICLE VIII
Officers

This corporation shall have the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as may be appointed by the Board of Directors or established by the By-Laws from time to time.

ARTICLE IX
Miscellaneous

A. This corporation shall have the following powers: All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and most comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer in this corporation.

D. Any subscriber or stockholder present at any meeting either in person or by proxy, and any director present in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting of any defect or insufficiency of notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any form.

F. Unless otherwise provided in the By-Laws, stockholders shall have a preemptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the By-Laws cumulative voting shall not be permitted.

H. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

ARTICLE X **Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be amended in any other manner permitted by law.

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IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 30th day of March, 2001.

Robert Peters
Robert Peters

STATE OF FLORIDA }
COUNTY OF NASSAU }

BEFORE ME, the undersigned authority, this day personally appeared before me Robert L. Peters who is known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 30th day of March, 2001.

Julie K. Wright
Notary Public




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ACCEPTANCE OF DESIGNATION

STATE OF FLORIDA }
COUNTY OF NASSAU }

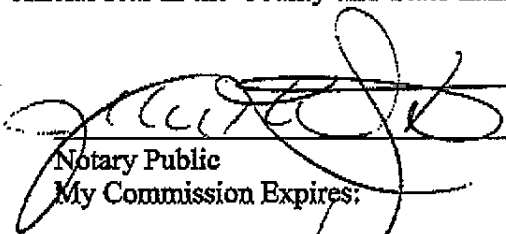
Robert L. Peters, having been duly sworn according to law, deposes and says the following: I hereby acknowledge and agree to be the initial registered agent of Saltwhistle, Inc. My mailing address and address for service of process is 311 Centre Street, Suite 204, Fernandina Beach, Florida 32034.


Robert Peters

STATE OF FLORIDA }
COUNTY OF NASSAU }

The foregoing instrument was acknowledged before me by Robert L. Peters, who is personally known to me who executed the foregoing instrument, and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 30th day of March, 2001.


Notary Public
My Commission Expires:



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