

Michael C. Becker & Co.

Certified Public Accountants

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PO1000046651

April 27, 2001

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

Dear Sir/Madam:

Subject: Michele Fitness, Inc.

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-05/04/01--01082--007
*****70.00 *****70.00

Enclosed please find the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00.

Also enclosed, is a stamped, self-addressed envelope so that you may return to me a confirmation of the filing.

Should you require any further information, please do not hesitate to contact me.

Sincerely,



Carolyn M. Becker, C.P.A.

CMB/dmr
Enc.

FILED
01 MAY -4 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY - 9 2001

ARTICLES OF INCORPORATION

OF

Michele Fitness, Inc.

FILED

01 MAY -4 PM 3:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Michele Fitness, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7687 Olympia Drive
West Palm Beach, FL 33411

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) and the par value is \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Michele A. Halladay
7687 Olympia Drive
West Palm Beach, FL 33411

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Michele A. Halladay
7687 Olympia Drive
West Palm Beach, FL 33411

The undersigned has executed these Articles of Incorporation

this 30th day of April, 20 01.


SIGNATURE

TITLE: DIRECTOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Michele Fitness, Inc.
2. The name and address of the registered agent and office is:

Michele A. Halladay
7687 Olympia Drive
West Palm Beach, FL 33411

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TALLAHASSEE, FLORIDA

SIGNATURE: _____

(Corporate Officer)

TITLE: _____

DATE: _____

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.

SIGNATURE: _____

DATE: _____

REGISTERED AGENT FILING FEE: \$35.00