

PO1000059982

June 6, 2001

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SANDRA LEE, INC

300004417263--0
-06/13/01--01038--008
*****70.00 *****70.00

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of SANDRA LEE, INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



SANDRA L. JEFFERS
13819 GENE ROSSI AVE HUDSON, FL 34667

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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G. BULLOCK JUN 15 2001

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida , adopt the following articles of incorporation:

FIRST

The name of the corporation is: Sandra Lee, Inc.

SECOND

The period of its duration is: indefinitely

THIRD

The purpose of the corporation is: Fitness Center

FOURTH

The aggregate number of authorized shares is: 1000 shares -no par value

FIFTH

The corporation will not commence business until at least One Hundred (\$100.00) dollars have been received by it as consideration for the issuance of shares.

SIXTH

Cumulative voting of shares of stock are authorized.

SEVENTH

Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: approval by the Board of Directors of this corporation.

EIGHTH

Provisions for regulating the internal affairs of the corporation are:
The managing partner of the corporation will be responsible for all day to

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day operations.

NINTH

The address of the initial registered office of the corporation is:
13819 Gene Rossi Avenue, Hudson, Florida 34667
and the name of its initial registered agent at such address is: Sandra L.
Jeffers

TENTH

Address of the principal place of business is: 13819 Gene Rossi Ave.
Hudson, FL 34667

ELEVENTH

The number of directors constituting the initial board of directors of
the corporation is one , and the names and address of the persons who are to
serve as directors until the first annual meeting of shareholders or until
their successors are elected and shall qualify are:

Name	Address
Sandra Lee Jeffers	13819 Gene Rossi Avenue Hudson, FL 34667

Sandra Lee Jeffers

TWELFTH

The name and address of each incorporator is:

Name	Address
Sandra L. Jeffers	13819 Gene Rossi Avenue Hudson, FL 34667

Date:

6/11/2001

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SANDRA LEE, INCORPORATED.
2. The name of the registered agent and office is:

SANDRA L. JEFFERS
13819 GENE ROSSI AVE.
HUDSON, FL 34667

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

Sandra L. Jeffers

DATE

6/14/2001

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