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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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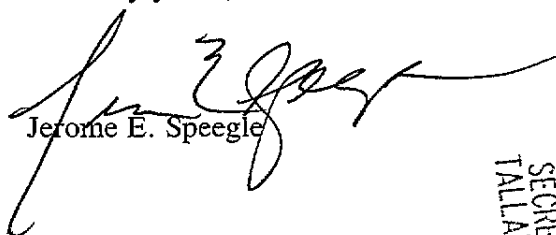
Re: New Age Fitness Management, Inc. Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation for New Age Fitness Management, Inc., along with one additional copy to be file-stamped. Also enclosed is our check for \$78.50 for filing fees according to your fee schedule. Kindly return the file-stamped copy of the Articles in the enclosed Federal Express envelope which has been prepared prepaid for the return.

Of course, should you have any questions, please feel free to contact me.

Sincerely yours,


Jerome E. Speegle

JES/pad

Enclosures

FILED
01 JUL 26 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FL 32399

7-30-01
WCC

STATE OF FLORIDA)

COUNTY OF DUBAL)

FILED
01 JUL 26 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NEW AGE FITNESS MANAGEMENT, INC.

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

ARTICLE ONE

NAME

The name of the corporation is New Age Fitness Management, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The principal place of business of the corporation is 9802-005 Baymeadows Road, Jacksonville, Florida 32256. The mailing address of this corporation shall be Cory Everson's Fitness for Women, 9802-005 Baymeadows Road, Jacksonville, Florida 32256.

ARTICLE THREE

SHARES

The aggregate number of shares that the corporation is authorized to have outstanding at any time is 10,000, all of which

shall be common shares with par value of \$1.00. .

ARTICLE FOUR

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Robert Emmanuel
30 South Spring Street
Pensacola, Florida 32501

ARTICLE FIVE

INCORPORATOR

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

Harry E. Dodich
c/o Cory Everson Fitness for Women
9802-005 Baymeadows Road
Jacksonville, Florida 32256

ARTICLE SIX

DURATION

The term of existence of the corporation is perpetual.

ARTICLE SEVEN

PREEMPTIVE RIGHTS GRANTED


Each shareholder of any class of stock of this corporation shall be entitled to full preemptive right to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or

acquire any unissued or treasury shares.


Harry E. Dodich, Incorporator

7-22-01
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.


Robert Emmanuel
Registered Agent

7/23/01
Date