

RICHARD M. JONES, PA
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NAPLES, FLORIDA 34102

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P01000079612

August 7, 2001

Corporate Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

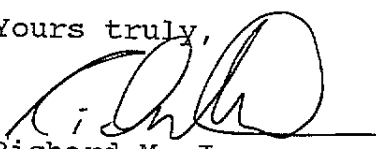
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-08/10/01--01013--001
*****70.00 *****70.00

Re: Pilates Center of Naples, Inc.

Gentlemen:

Enclosed are Articles of Incorporation for the above corporation.
Also included is a check in the amount of \$70.00. Please file the
Articles of Incorporation and confirm same to this office. An
extra copy of the Articles is attached. Please time-stamp and
return said copy with your confirmation. Thank you.

Yours truly,


Richard M. Jones

NO COPY

FILED
01 AUG -9 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

C\PLTS\CORPAI.L

T. Burch AUG 14 2001

ARTICLES OF INCORPORATION OF PILATES CENTER OF NAPLES, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida:

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is:

Pilates Center of Naples, Inc.

and the address of the principal office of the Corporation, which is also its mailing address, is 241 Ninth Street South, Naples, FL 34102.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles by the Incorporator.

FILED
01 AUG -9 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III - PURPOSES AND POWERS

This Corporation is organized for the purpose of providing physical therapy, massage, exercise, development, and instruction, together with supplements, equipment, paraphernalia, and other services and materials necessary or incidental thereto. The powers of this Corporation shall include the transaction of any activity or business permitted under the laws of the United States and of the State of Florida, and this Corporation shall have all powers granted to corporations under said laws.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which such Shareholder already owns, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such stock is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 241 Ninth Street South, Naples, FL 34102, and the name of the initial Registered Agent of this Corporation at said address is Glenn Fargo. By execution hereof, the said Glenn Fargo hereby accepts the foregoing designation as Registered Agent for this Corporation.

ARTICLE VII - DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by the By Laws, but shall never be fewer than one. The name and address of the initial Directors of this Corporation are:

Glenn Fargo
10202 Vanderbilt Drive
Naples, FL 34108

Susan Baver-Mann
5345 14th Avenue SW
Naples, FL 34116

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles are:

Glenn Fargo
10202 Vanderbilt Drive
Naples, FL 34108

ARTICLE IX - ACTION OF DIRECTORS WITHOUT A MEETING

The Board of Directors of this Corporation may take action by written consent, as provided by law, unless otherwise provided in these Articles or by the By Laws of this Corporation.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

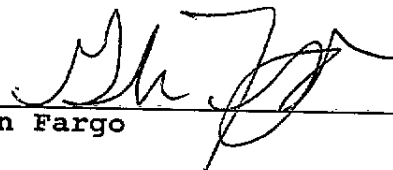
ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles or in any Amendment hereto, and any right conferred upon the Shareholder or Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has
executed these Articles of Incorporation this 7 day of August 2001.



Glenn Fargo

STATE OF FLORIDA

COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me
this 7 day of August, 2001, by Glenn Fargo, who is personally known
to me or who has produced a current driver's license as
identification.

NOTARY SEAL

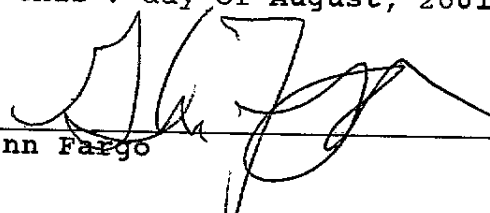


Notary Public
My commission expires:

ACCEPTANCE



I HEREBY accept the designation as Registered Agent in the
foregoing Articles of Incorporation on this 7 day of August, 2001.



Glenn Fargo

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RICHARD M. JONES, P.A., 163 TENTH AVENUE SOUTH, NAPLES, FLORIDA 34102