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August 24, 2001

PLEASE REPLY TO: DAYTONA BEACH

AIRBOURNE: 2074021515

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

Re: New Corporation Filing: Articles of
Incorporation
Entity Name: Future Shape, Toning, Tanning, Weight Loss,
Inc.
Our File: 878/011324

200004557692--1
-08/27/01--01080--002
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find Articles of Incorporation For Profit for the new entity Future Shape, Toning, Tanning, Weight Loss, Inc. We have enclosed our check in the amount of \$87.50 representing the filing fee, return certificate fee and certificate of status fee.

Based upon my telephone conversation with one of your representatives yesterday, the above documents are all that is required. If you have questions, or need additional information, please don't hesitate to let me know.

Sincerely,
Arthur Graham
Signed In Absence to Avoid Delay
Arthur Graham

FILED
01 AUG 27 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG:ksm
Enclosures
cc: Tony & Tammy Lerdo

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8/28/01

ARTICLES OF INCORPORATION FOR PROFIT

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I: NAME

The name of the Corporation shall be Future Shape Toning,
Tanning, Weight Loss, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business/ mailing address is: 357 W.
Granada Boulevard, Ormond Beach, Florida 32174.

ARTICLE III: BUSINESS PURPOSE

The general nature of the business to be transacted by this
Corporation is to engage in any activity or business permitted
under the laws of the United States of America and the State of
Florida; including, but not limited to, the provision of services
and products related to toning, tanning, and weight loss.

ARTICLE IV: DURATION

This Corporation shall have perpetual existence unless
sooner dissolved according to law.

ARTICLE V: CAPITAL STOCK

The maximum number of shares of stock that the Corporation
has authorized to have outstanding at any time is 100 shares, all
of which shall be common shares with a \$1.00 par value.

ARTICLE VI: REGISTERED OFFICES AND AGENT

The address of the principal office of the Corporation in this state is 357 W. Granada Boulevard, Ormond Beach, Florida 32174. The name of the initial Registered Agent of this Corporation is Arthur Graham, Esquire, 432 S. Beach Street, Daytona Beach, Florida 32114-1755. The Registered Agent, Arthur Graham, Esquire, has provided written acceptance per the attached certificate and acknowledgment of Registered Agent.

ARTICLE VII: INITIAL OFFICERS

The following officers shall constitute and be the officers of this Corporation until their successors are elected or appointed and have been qualified:

1. Tammy A. Lerdo, President, 357 W. Granada Boulevard, Ormond Beach, Florida 32174
2. Elliott T. Lerdo, Secretary, 357 W. Granada Boulevard, Ormond Beach, Florida 32174

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator is as follows:
Tammy A. Lerdo, 357 W. Granada Boulevard, Ormond Beach, Florida 32174.

ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 23rd day of August, 2001.

Tammy A. Lerdo
Tammy A. Lerdo

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 23rd day of August, 2001, by Tammy A. Lerdo, who is personally known to me or who has produced Drivers License as identification and who did (did not) take an oath.

Ginger S. Stanley
Notary Public

My Commission Expires:



**CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT**

I, **Arthur Graham, Esquire**, as the Registered Agent for Future Shape, Toning, Tanning, Weight Loss, Inc., hereby state the following:

I am hereby familiar with and accept the duties and responsibilities as Registered Agent of Future Shape, Toning, Tanning, Weight Loss, Inc.

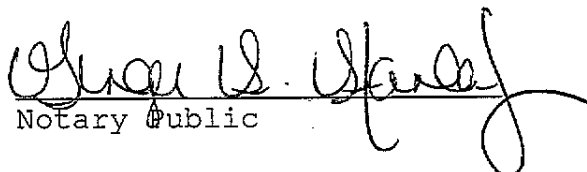


Arthur Graham, Esquire

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ARTHUR GRAHAM, ESQUIRE, known to me to be the person who executed the foregoing certificate and acknowledgment of Registered Agent.

IN WITNESS WHEREOF, I have hereunto fixed my hand and Seal, in the State and County aforesaid this 24th day of August, 2001.



Notary Public

My Commission Expires:



FILED
01 AUG 27 AM 7:48
CLERK OF STATE
TALLAHASSEE FLORIDA