

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000109731

Fitness Island For Women, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

RECEIVED
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DIVISION OF CORPORATIONS

Signature _____

Requested by: *WL*

Date *11/15*

Time *11:00*

Name _____

Walk-In _____

Will Pick Up _____

J. BRYAN NOV 15 2001

ARTICLES OF INCORPORATION
OF
FITNESS ISLAND FOR WOMEN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME OF THE CORPORATION

The name of this Corporation shall be Fitness Island for Women, Inc.

ARTICLE II
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of providing thirty minute workout programs for women through the use of hydraulic resistance equipment, the sale of t-shirts, water bottles, and other workout related items, and engaging in any other activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue One Thousand (1,000) shares of Capital Stock.

Issue: One Hundred (100) shares of the Capital Voting Stock of the Corporation shall be issued for adequate consideration in the following manner:

100 Shares to Helen A. Smith

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation, or in such other manner agreed to by the Shareholders.

Classes of Stock: The shares of the Corporation may be divided into classes.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The street address in Florida of the initial registered office of the Corporation is 205 Town Center Boulevard, Davenport, Florida 33896, and the name of the initial registered agent at said address is Julie Rea.

ARTICLE VI **PRINCIPAL OFFICE**

The Principal Office of the corporation shall be 205 Town Center Boulevard, Davenport, Florida 33896.

ARTICLE VII **BOARD OF DIRECTORS**

This corporation shall have one (1) Director constituting the initial Board of Directors. The Directors need not be residents of the State of Florida or Shareholders

of the Corporation. Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified, is as follows:

Name	Address
Helen A. Smith	565 Ash Street Willimantic, CT 06226

ARTICLE VIII
INCORPORATORS

The name and address of the initial incorporator is as follows:

Helen A. Smith	565 Ash Street Willimantic, CT 06226
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ARTICLE IX
PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Celebration, Osceola County, Florida on this 9th day of November, 2001.

Helen A. Smith
Helen A. Smith, President, Incorporator

STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 9th day of November, 2001 by **Helen A. Smith**, who is _____ personally known to me or who produced his State of Connecticut Driver's License No. 099857352, as identification and who did not take an oath.

Mel Pearlman
Notary Public

My Commission Expires:



Mel Pearlman
MY COMMISSION # CC773759 EXPIRES
September 12, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

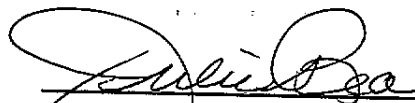
In compliance with Fla.Stat.Sec. 48.091, the following is submitted:

Fitness Island for Women, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 205 Town Center Boulevard, Davenport, Florida 33896, has named Julie Rea, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this 9th day of November, 2001.



Julie Rea, Resident Agent

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