

CAPITAL CONNECTION, INC.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: SK

Name _____

Date 11/19/01

Time 9:45

Walk-In _____

Will Pick Up _____

- ☒ 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 J. BRYAN NOV 10 2001
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**ARTICLES OF INCORPORATION
OF
SERIOUS EXERCISE, INC.
a Florida corporation**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

NAME: The name of the corporation is **SERIOUS EXERCISE, INC.** The principal office of said corporation shall be 116 Allamanda Drive, Suite B; Lakeland, Florida 33803, and the mailing address of said Corporation shall be the same.

DURATION: The period of its duration is perpetual.

PURPOSE: The purpose of the corporation is to operate and to engage in any activities or business permitted under the laws of the United States and Florida.

CAPITAL STOCK: The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of this corporation is as follows:

Lou Gardner	116 Allamanda Drive, Suite B Lakeland, Florida 33803
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INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Lou Gardner	828 Brookwood Drive Lakeland, Florida 33813
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INITIAL OFFICERS: The initial officers of this corporation are:

President:	Lou Gardner
Vice President	Lou Gardner
Secretary/Treasurer	Lou Gardner

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INCORPORATOR: The name and address of the Incorporator signing these Articles of Incorporation is:

Lou Gardner

828 Brookwood Drive
Lakeland, Florida 33813


CUMULATIVE VOTING: In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as she sees fit, provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that she intends to cumulate her votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of this corporation.

PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting her to exercise her pre-empted rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

AMENDMENT OF ARTICLES: This corporation reserves the right to amend or appeal any provisions in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these

Articles of Incorporation this 16th day of November, 2001.



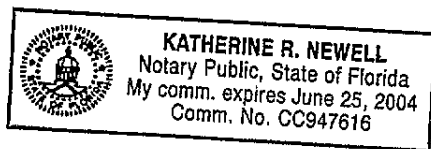
Lou Gardner, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared LOU GARDNER known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to me that she executed such instrument.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 16th day
of November, 2001.



(SEAL)

Katherine R. Newell
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation at the place designated above, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Lou Gardner
Lou Gardner, Registered Agent