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Dr Robert W. Simons Jr.
5511 11th Avenue North
St Petersburg, Florida 33710

March 8, 2002

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Simons Fitness Enterprises

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-03/11/02--01074--008

*****78.75 *****78.75


Dear Sir/Madam:

Enclosed, please find the original and a copy of the Articles of Incorporation for the above referenced company and a check for \$78.75 for the filing fee and a certified copy of the Articles.

Please send confirmation that the Articles were filed along with the corporate number and certified copy of the Articles to this office at the above address.

If you have any questions, please do not hesitate to contact me. Thank you in advance for your time and cooperation.

Sincerely,


Robert W. Simons Jr., PhD, CHES, MS, PT

Enclosure

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 11 PM 2:25

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ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be: SIMONS FITNESS ENTERPRISES INC.

ARTICLE II PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be:
5511 11th Avenue North
St Petersburg, Florida 33710

ARTICLE III SHARES

This corporation is authorized to issue one-thousand (1000) shares of common stock with \$1.00 par value.

ARTICLE IV INIYAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent and the initial registered office for the Corporation are as follows:

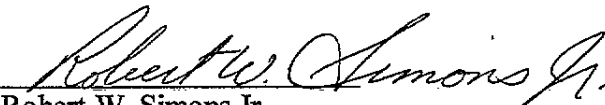
Dr Robert W. Simons Jr.
5511 11th Avenue North
St Petersburg, Florida 33710

ARTICLE V INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is:

Dr Robert W. Simons Jr.
5511 11th Avenue North
St Petersburg, Florida 33710

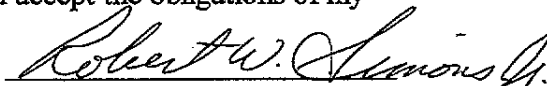
Dated: March 8, 2002


Robert W. Simons Jr.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 11 PM 2:25

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent and to accept services of process for the above stated corporation at the place designated in this certification, 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Robert W. Simons Jr.