

Pa20000043574

RUSSELL D. CASTLEBERRY

122 POINT OF WOODS TRAIL
PALATKA, FL 32177
386-325-4135

April 11, 2002

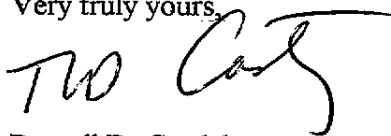
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: DYNAMIC FITNESS INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and the Certification of Designation of Registered Agent, and a check for \$70.00. Please stamp the enclosed copy to acknowledge receipt and return it to me at the above address. Thank you.

Very truly yours,


Russell D. Castleberry

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 15 PM 6:16

FILED

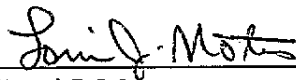
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**ARTICLES OF INCORPORATION
OF
DYNAMIC FITNESS INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST:** The name of the corporation shall be:
DYNAMIC FITNESS INC.
- SECOND:** The principal place of business and mailing address of the corporation shall be:
- 1139-D Highway 20 West
Interlachen, FL 32148
- THIRD:** The number of shares of stock the corporation is authorized to issue is: Five Thousand (5,000) common shares with a par value of One Dollar (\$1.00) per share.
- FOURTH:** The street address of the initial registered office of the corporation is 1139- D Highway 20 West, Interlachen, FL 32148, and the name of its initial registered agent at such address is Lorri J. Motes.
- FIFTH:** The number of directors constituting the initial board of directors is one (1), and the name and address of each person who is to serve as a director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:
- Lorri J. Motes P.O. Box 632
 Hollister, FL 32147
- SIXTH:** The name and address of each incorporator is:
- Lorri J. Motes
P.O. Box 632
Hollister, FL 32147

The undersigned has executed these Articles of Incorporation this 12th day of April, 2002.

 4-12-02

Lorri J. Motes

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: DYNAMIC FITNESS INC.

2. The name and address of the registered agent and office is:

Lorri J. Motes

(Name)

1139-D Highway 20 West

(P.O. Box not acceptable)

Interlachen, FL 32148

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lorri J. Motes

(Signature)

4-12-02

(Date)