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KAREN REYNOLDS GRAMENZ, P. A.

ATTORNEYS AT LAW
7138 LAKE WORTH ROAD STE. 102
LAKE WORTH, FL 33467

MAILING ADDRESS:
POST OFFICE BOX 541101
LAKE WORTH, FL 33454-1101

KAREN REYNOLDS GRAMENZ
gramenz@justice.com
<http://firms.findlaw.com/krg/>

TELEPHONE 561-965-4922
FACSIMILE 561-965-8132

June 24, 2002

State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

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-06/26/02--01014--014
*****78.75 *****78.75

Re: DB FITNESS WORKS, INC.

Gentlemen:

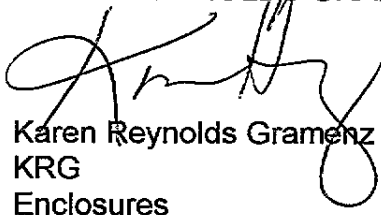
Enclosed is the original and one (1) copy of the Articles of Incorporation regarding the above referenced corporation, together with my check in the amount of \$78.75 representing the following charges:

\$35.00 - Filing Fee;
\$35.00 - Registered Agent Designation; and
\$ 8.75 - Certified Copy of Articles of Incorporation.

Please file the original Articles and return a certified copy of same to the enclosed self-addressed stamped envelope.

Sincerely,

KAREN REYNOLDS GRAMENZ, P. A.


Karen Reynolds Gramenz
KRG
Enclosures

c: Ms. Dolores M. Buck

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02 JUN 26 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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02 JUN 26 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

DB FITNESS WORKS, INC.

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 the corporation shall be: DB FITNESS WORKS, INC.

Article II. Principal Office

The principal place of business of this corporation shall be 1914 Nineteenth Lane, Lake Worth, FL 33463, and the mailing address of this corporation shall be Post Office Box 540637, Lake Worth, FL 33454-0637.

Article III. Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share.

Article IV. Initial Registered Agent

The name and address of the initial registered agent is:
Karen Reynolds Gramenz, 7138 Lake Worth Road, Lake Worth, FL 33467.

Article V. Incorporators

The name and address of the Incorporator to these Articles of Incorporation is Dolores M. Buck, 1914 Nineteenth Lane, Lake Worth, FL 33463.

Article VI. Directors

The name and address of the initial director of the corporation is Dolores M. Buck, 1914 Nineteenth Lane, Lake Worth, FL 33463.

The undersigned has executed these Articles of Incorporation this 24 day of June, 2002.

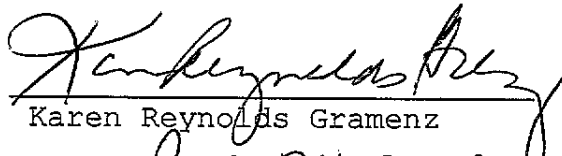

Dolores M. Buck, Incorporator

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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: DB Fitness Works, Inc.
2. The name and address of the registered agent is: Karen Reynolds Gramenz, 7138 Lake Worth Road, Lake Worth, FL 33467.

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Karen Reynolds Gramenz
DATED: June 24, 2002