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Locklin
& Jones, P.A.
ATTORNEYS AT LAW

Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

July 23, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900006657879--1
-07/25/02--01040--002
*****78.75 *****78.75

Re: **Cole-Dan, Inc.**

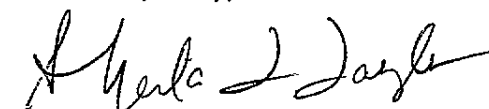
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Registered Agent Certification of **Cole-Dan, Inc.** Our firm's check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating	
Resident Agent	35.00
Certified Copy	8.75
Total	\$78.75

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification. Thank you.

Yours very truly,



Sheila T. Taylor
Assistant to Angela J. Jones

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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8/26/02

ARTICLES OF INCORPORATION

OE

COLE-DAN, INC.

ARTICLE - I

The name of this corporation is: **COLE-DAN, INC.** The principal office is this corporation is located at 4475 Woodbine Road, Suite 8, Pace, Florida 32571.

ARTICLE - II

The purpose of this corporation is to operate a gym and tanning salon and any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE IV - PRE EMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4557 Chumuckla Highway, Pace, Florida 32571, and the name of the initial registered agent of

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TALLAHASSEE FLORIDA

this corporation at that address is **Angela J. Jones**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Tina C. Boyett	5962 Ridgeview Drive Milton, Florida 32570

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Tina C. Boyett, 5962 Ridgeview Drive, Milton, Florida 32570.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares

of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 12 day of July, 2002.


Tina C. Boyett

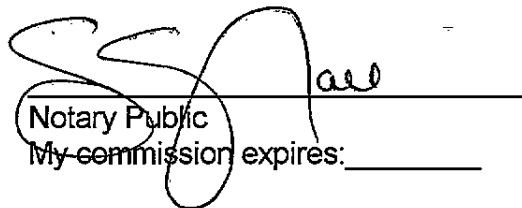
STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared **Tina C. Boyett**, to me well known and known to me to be the individual described in or who presented FL DL # B300-803-66-916-0 as identification, and who executed the foregoing Articles of Incorporation of **Cole-Dan, Inc.** and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 12th day of July, 2002.




Notary Public
My commission expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS JULY BE SERVED**

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2002 JUL 25 AM 9:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

COLE-DAN, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Pace, Santa Rosa County, Florida, has named Angela J. Jones, 4557 Chumuckla Highway, Pace, Florida 32571, as agent to accept service of process within the state.

Dated this the 12 day of July, 2002.

COLE-DAN, INC.

BY


Tina C. Boyett

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.


Angela J. Jones