

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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Train to Attain, Personal
Training Corporation

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Signature

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ARTICLES OF INCORPORATION

OF

TRAIN TO ATTAIN, PERSONAL TRAINING CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is **TRAIN TO ATTAIN, PERSONAL TRAINING CORPORATION**, herein after referred to as the "corporation."

ARTICLE 2 - ADDRESS

The initial street address of the principal office of this corporation is 1906 14th Avenue, Vero Beach, Florida 32960. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE 3 - DURATION

The duration of the Corporation is perpetual.

ARTICLE 4 - PURPOSE

The general purposes for which this corporation is organized is as follows:

- 4.1 To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- 4.2 To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 5 - CAPITALIZATION

- 5.1 The maximum number of shares of stock permissible at any time for the Corporation is ONE HUNDRED (100). The shares shall be common stock, each having a par value of ONE DOLLAR (\$1.00).
- 5.2 No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the

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issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

5.3 The board of directors may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

5.4 The Corporation or current shareholders shall have the right of first refusal in any sale of stock.

ARTICLE 6

SUB-CHAPTER "S" CORPORATION

The Corporation may elect to be an "S" Corporation as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

6.1 The shareholders of the Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

6.2 After the Corporation has elected to be an S Corporation, none of the shareholders, without the written consent of the other shareholders, shall take any action, or make any transfer or other disposition of the Shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

6.3 Upon the election of the S Corporation Status, each share of stock issued by the Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such a transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 7 – REGISTERED AGENT

The name and address of the initial Registered Agent and Office of this corporation shall be Margaret Keys McCain, ESQ, whose street address is 2345 14th Avenue, Suite 3, Vero Beach, Florida 32960.

ARTICLE 8 – BOARD OF DIRECTORS

The number of director(s) constituting the initial Board of Directors is two (2). The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one. The name and address of each initial director of the corporation is as follows:

Karen Dunn
3490 7th Place, SW
Vero Beach, Florida 32960

Glenn Dunn
3490 7th Place, SW
Vero Beach, Florida 32960

These director(s) shall hold office until the first annual meeting or until their successors are elected or appointed and qualified as provided in the By-Laws.

ARTICLE 9 - INCORPORATORS

The name and address of each Incorporator is as follows:

Karen Dunn
3490 7th Place, SW
Vero Beach, Florida 32968

Glenn Dunn
3490 7th Place, SW
Vero Beach, Florida 32968

ARTICLE 10 - OFFICERS

The initial President of the Professional Corporation shall be Karen Dunn. The initial Secretary/Treasurer shall be Glenn Dunn.

ARTICLE 11 – RIGHT TO AMEND

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

ARTICLE 12 – BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the bylaws of the Corporation, by two-thirds majority vote of all Board of Directors.


ARTICLE 13 – EFFECTIVE DATE


These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 – AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to the Articles or to any amendment hereto in any manner now or hereafter prescribed or permitted by provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are subject to this reservation by two-thirds vote of the shareholders.

6th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of August, 2002.

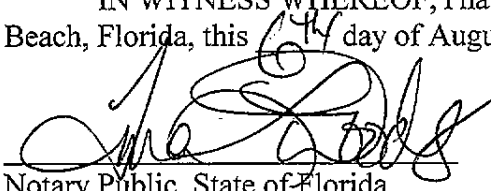

Karen Dunn, Incorporator

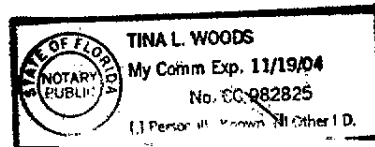

Glenn Dunn, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public in and for the State of Florida, duly qualified and acting as an officer aforesaid to take acknowledgments, personally appeared, Karen Dunn and Glenn Dunn to me known to be the persons who executed the foregoing Articles of Incorporation of **TRAIN TO ATTAIN, PERSONAL TRAINING CORPORATION**, and they acknowledged that each has executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Vero Beach, Florida, this 6th day of August, 2002.

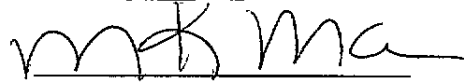

Notary Public, State of Florida



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Article of Incorporation, the undersigned accepts the designation.

Dated this 7 day of August, 2002.


Margaret Keys McCain, ESQ
Registered Agent

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SECRETARY OF STATE
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