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Law Office of  
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August 26, 2002

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

500007366325--9  
-08/27/02--01032--011  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: About Family Fitness, Inc.

Dear Sir/Madam:

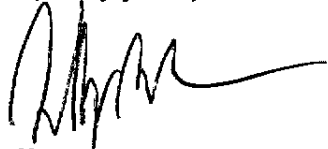
I am enclosing the Articles of Incorporation for the above referenced corporation to be filed with the Department of State.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 covering the filing fees for the above and the cost of a certified copy of the Articles of Incorporation.

Please return the certified copy and proof of filing to me at the address indicated above.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Jeffrey B. Kahn

Encl.

FILED  
2002 AUG 27 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

8/29/02

EFFECTIVE DATE

8/26/02

FILED

ARTICLES OF INCORPORATION OF  
ABOUT FAMILY FITNESS, INC.

2002 AUG 27 AM 10:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**First:** The corporate name for the corporation (hereinafter called the "corporation") is:

**ABOUT FAMILY FITNESS, INC.**

**Second:** The address, wherever located, of the principal office of the corporation, if known, is:

**3300 University Drive, Suite 711  
Coral Springs, FL 33065**

**Third:** The mailing address, wherever located, of the corporation is:

**3300 University Drive, Suite 711  
Coral Springs, FL 33065**

**Fourth:** The total number of shares that the corporation is authorized to issue is Two Million Five Hundred Thousand (2,500,000), classified as follows:

- (a) Two Million (2,000,000) shares of Voting Common Stock with a par value of \$0.01 each;
- (b) Two Hundred Thousand (200,000) shares of cumulative Preferred Stock at a par value of \$10.00 each, with a dividend of 15% per annum and callable by the corporation at \$12.00 per share; and
- (c) Three Hundred Thousand (300,000) shares of Nonvoting Common Stock with a par value of \$0.01 each.

**Fifth:** The street address of the initial registered office of the corporation in the State of Florida is 3300 University Drive, Suite 711, Coral Springs, FL 33065.

The name of the initial registered agent of the corporation at the said registered office is **Jeffrey B. Kahn, Esq.**

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is attached hereto and is made a part of these Articles of Incorporation.

**Sixth:** The name and address of the incorporator are:

**Name**

**Address**

Jeffrey B. Kahn, Esq.

3300 University Drive, Suite 711  
Coral Springs, FL 33065

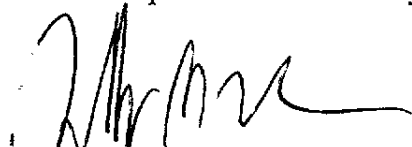
**Seventh:** The purposes for which the corporation is organized shall be to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

**Eighth:** The duration of the corporation shall be perpetual.

**Ninth:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

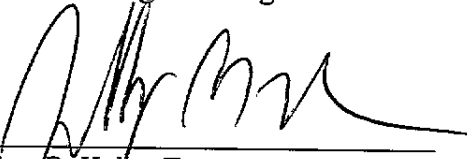
**Tenth:** The Effective Date of these Articles of Incorporation is the 26<sup>th</sup> day of August, 2002.

Signed on August 26, 2002.

  
\_\_\_\_\_  
Jeffrey B. Kahn, Esq., Incorporator

**ACCEPTANCE AS REGISTERED AGENT**  
pursuant to Section 607.0501(3) of the Florida Business Corporation Act

Having been named as registered agent and to accept service of process for ABOUT FAMILY FITNESS, INC. at the place designated in its Articles of Incorporation, 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.

  
\_\_\_\_\_  
Jeffrey B. Kahn, Esq.

Dated: August 26, 2002

**FILED**  
2002 AUG 27 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA