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August 26, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attention: Charter Department

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-09/04/02--01051--017
*****78.75 *****78.75

RE: CARRIE'S FITNESS, INC.

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for **CARRIE'S FITNESS, INC.** Please certify the copy and return to the undersigned. Also, enclosed is a check in the amount of \$78.75, to cover the filing fee, designation of Registered Agent, and Certified Copy.

Please contact our office, at the above number, if you need additional information.

Respectfully yours,

Janet Smith

Janet Smith, Secretary to
Ron T. Mackail
For the Firm

/jms

Enclosures

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02 SEP -4 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FILED

02 SEP -4 AM 10:46

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARRIE'S FITNESS, INC.

We, the undersigned, for the purpose of forming a corporation under the Florida Statute 607, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of this corporation shall be: Carrie's Fitness, Inc.

ARTICLE TWO

The purpose for which this corporation is formed is to engage in health fitness. In addition to the above-mentioned purpose, the corporation shall have the power to engage in any other business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be 7500 shares of common stock with \$1.00 par value. The consideration to be paid for each share of stock shall be \$1.00 in money, property or services, or as fixed by the Board of Directors. The proceeds of the stock subscribed for shall be the amount necessary to begin the business of the corporation at the time the stock certificates are issued and the corporation otherwise activated.

ARTICLE FOUR

The amount of capital with which this corporation shall begin business is \$100.00

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of this corporation is located at:

1014 NW 76th Boulevard
Gainesville, FL 32606

The Board of Directors shall have the power to establish branch offices and places of business of this corporation at any place in the State of Florida, or any other state, territory or district of the United States, or in any foreign country, as they deem necessary for the best interest of the corporation. Pursuant to Florida Statutes, the following person is designated as the Registered Agent to accept service of process on behalf of the corporation:

Carrie L. Ruettiger

The following address is designated as the registered office for this corporation:

1014 NW 76th Boulevard
Gainesville, FL 32606

ARTICLE SEVEN

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value therefore are as follows:

Carrie L. Ruettiger
1014 NW 76th Boulevard
Gainesville, FL 32606
100 Shares

ARTICLE EIGHT

There shall be one Director initially. The name and post office address of the first Officer and Director of the corporation, who shall hold office for the first year of the corporation's existence or until his/her successors have been elected and qualified are as follows:

President	Carrie L. Ruettiger 1014 NW 76 th Boulevard Gainesville, FL 32606
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Vice President	Carrie L. Ruettiger
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Treasurer	Carrie L. Ruettiger
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Secretary	Carrie L. Ruettiger
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ARTICLE NINE

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed in Statute and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE TEN

All of the subscribers to these Articles of Incorporation are over the age of 18 years, are sui juris and citizens of the United States, Stock certificates issued by this corporation shall be issued unless and until the same are paid for in full with cash, or its equivalent. Stock certificates shall not be valid unless signed and issued by the President and attested by the Secretary, who shall affix the corporate seal thereon.

ARTICLE ELEVEN

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation and this corporation shall have all of the rights and powers that are expressly stated under Florida Statutes and laws.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 3RD day of SEPTEMBER, 2002.



Subscriber - Carrie L. Ruettiger



Registered Agent - Carrie L. Ruettiger

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

FILED
02 SEP -4 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA