

Frazer
Hubbard
& Brandt
& Trask

L.L.P.
Attorneys At Law

PO2000113803

JOHN G. HUBBARD

MARK W. BRANDT

* THOMAS J. TRASK

* RICHARD A. ALEXANDER

LYNN A. BRAUER

500008406405--9
-10/16/02--01073--008
*****78.75 *****78.75

TRANSMITTAL LETTER

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Date: October 15, 2002

SUBJECT: S and K, Inc.

Enclosed, please find one original and one copy of their Articles of Incorporation and a check for \$78.75, to cover the cost of the filing fee and a certified copy.

FROM: John G. Hubbard, Frazer, Hubbard, Brandt & Trask
595 Main St., Dunedin, FL 34698
Phone: (727) 733-0494

Thank you for your assistance in this matter.

FILED
02 OCT 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 17, 2002

JOHN G. HUBBARD
FRAZER, HUBBARD, BRANDT & TRASK
595 MAIN STREET
DUNEDIN, FL 34698

SUBJECT: S AND K, INC.
Ref. Number: W02000029958

We have received your document for S AND K, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 702A00057794

ARTICLES OF INCORPORATION

OF

Stalus & Kiefer, Inc.

FILED

02 OCT 22 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE - NAME

The name of this corporation is Stalus & Kiefer, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This general purpose of this corporation is for the operation of women's health fitness programs and for all other lawful purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

**Frazer
Hubbard
& Brandt
& Trask**
L.L.P.
Attorneys At Law

Post Office Box 1178
595 Main Street
Dunedin, FL 34698

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, Florida 34683 and the name of the registered agent of this corporation at that address is John G. Hubbard, Esquire.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles of incorporation is: John G. Hubbard, Esquire, 595 Main Street, Dunedin, Florida 34683.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty three and one-third percent (33 1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus 1 of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**Frazer
Hubbard
& Brandt
& Trask**

L. L. P.

Attorneys At Law

Post Office Box 1178
595 Main Street
Dunedin, FL 34698

ARTICLE XI

GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of 66 2/3% of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition, or liquidation.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XIV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain or non-taxable dividends depending on the source from which they are derived.

ARTICLE XVIII - INDEMNIFICATION

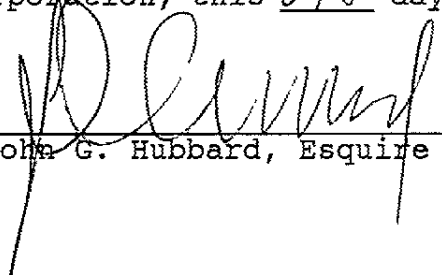
The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XIX - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

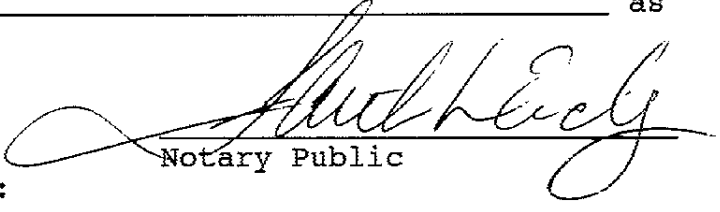
1. Qualified pension or profit sharing plan;
2. Election as a sub-chapter S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement whether qualified or not;
5. Corporate medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscriber(s) have
executed these Articles of Incorporation, this 21st day of
October, 2002.

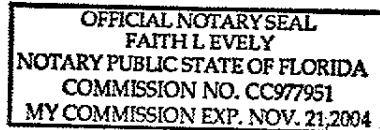

John G. Hubbard, Esquire

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me
this 21st day of October, 2002, by John G. Hubbard,
who () is personally known to me or who has produced ()
a driver's license or _____ as
identification.


Notary Public

My Commission Expires:



Frazer
Hubbard
& Brandt
& Trask
L.L.P.
Attorneys At Law

Post Office Box 1178
595 Main Street
Dunedin, FL 34698

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES
THE FOLLOWING IS SUBMITTED: Stalus & Kiefer, Inc.,
desiring to organize or qualify under the laws of the State
of Florida, with the principal place of business located at
19428 Via Del Mar, Apt. 303, Tampa, FL 33647, and has
named JOHN G. HUBBARD, ESQUIRE, located at 595 Main Street,
Dunedin, Florida 34698, as its resident agent to accept
service of process within Florida.

Signature: [Signature]

Title: Esquire

Date: October 21 2002

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
certificate, I hereby agree to act in this capacity and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my
duties.

Signature: [Signature]

Date: October 01, 2002

Frazer
Hubbard
& Brandt
& Trask

L.L.P.
Attorneys At Law

Post Office Box 1178
595 Main Street
Dunedin, FL 34698

FILED
02 OCT 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA