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# 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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### ARTICLES OF INCORPORATION FILED

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OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### WEBSTER FITNESS GROUP, INC.

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

#### ARTICLE I: NAME

The name of the corporation is WEBSTER FITNESS GROUP, INC.

#### ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 3640 Ficus Place, Grant, FL 32949.

#### ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

#### ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Robert E. Bickford, 2101 S. Waverly Place, Suite 200E, Melbourne, FL 32901.

#### ARTICLE V: INCORPORATOR

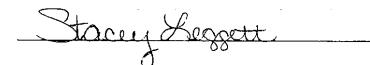
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Carol Webster, 3640 Ficus Place, Grant, FL 32949.

The undersigned has executed these Articles of Incorporation this 28th day of October 2002.

"Capital Connection, Inc. by Stacey Legget, Client Representative"



## CERTIFICATE OF DESIGNATION REGISTERED OFFICE

Fursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1.	The name of the corporation is:		
	WEBSTER FITNESS GAOUP, INC.		
	· · · · · · · · · · · · · · · · · · ·		
2.	The name and street address of the radistared agent and office		
is:	Robert E. Bickford 2101 S. Waverly Pl. Ste 200E		
	Melbourne, Fl 32901		

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

OBERT E. BICKFORD

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