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**TERRY McDAVID**

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November 21, 2002

Secretary of State  
State of Florida  
Corporation Division  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Kelly's Absolute Fitness, Inc.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. A check in the amount of \$78.75 is enclosed in payment of the filing fee.

Sincerely yours,



Terry McDavid

TM/db

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

KELLY'S ABSOLUTE FITNESS, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is Kelly's Absolute Fitness, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall have a par value of Ten Dollars (\$10.00) per share.

ARTICLE FIVE

The street address and mailing address of the corporation and of the initial registered office of the corporation is 248 SE Nassau Street, Lake City, FL 32025, and the name of its initial registered agent at such address is Kelly G. Erking.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one. The name and address of the person who is to serve as a member of the initial board of directors is:

NAME

ADDRESS

Kelly G. Erkinger  
President

248 SE Nassau Street  
Lake City, FL 32025

ARTICLE SEVEN

The name and address of each incorporator is:

NAME

ADDRESS

Kelly G. Erkinger

248 SE Nassau Street  
Lake City, FL 32025

ARTICLE EIGHT

(a) The corporation shall indemnify any person who was or is a part or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any

appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication or liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because of the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and in receipt of an undertaking by or on behalf of the director, officer, employee, or

agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall insure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or future indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months from the

date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

#### ARTICLE NINE

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions under these articles, or under law.

#### ARTICLE TEN

No contract or other transaction between the corporation and one or more of its directors of any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes

are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable, as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

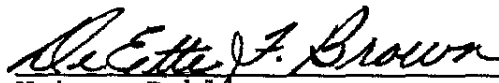
Executed by the undersigned at Lake City, Columbia County, Florida, on this 20th day of November, 2002.

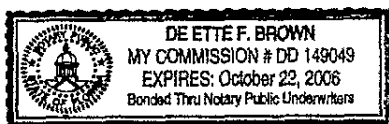
  
Kelly G. Erking

STATE OF FLORIDA  
COUNTY OF COLUMBIA

The foregoing Articles of Incorporation were acknowledged before me this 20th day of November, 2002, by Kelly G. Erking, who is personally known to me and who did not take an oath.

My Commission Expires:

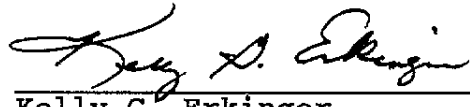
  
Notary Public





ACKNOWLEDGMENT BY RESIDENT AGENT

Having been named to accept service of process for Kelly's Absolute Fitness, Inc., at 248 SE Nassau Street, Lake City, Columbia County, Florida 32025, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statute relative to keeping open said office.



Kelly G. Erkinger

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