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SECRETARY OF STATE TALLAMASSEE FLORIDA

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January 23, 2003

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Writer's Internet Address: pdaffron@riemanspecgle.com

* ALSO ADMITTED IN MISSISSIPPI

Ms. Katherine Harris
Secretary of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: First And Fit, Inc.

Dear Ms. Harris:

Enclosed please find the original and two copies of the Articles of Incorporation of First And Fit, Inc., along with our check for \$78.75 as the filing fee. Please stamp filed and return one copy in the enclosed self addressed stamped envelope.

If you should have any questions regarding the enclosed, please call me.

Sincerely yours,

Phyliss Daffron

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Legal Assistant to Jerome E. Speegle

/pad Enclosures STATE OF FLORIDA)

COUNTY OF DUBAL)

03 JAN 27 RM II: 01 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

<u>of</u>

FIRST AND FIT, 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 ONE NAME

The name of the corporation is First and Fit, Inc.

ARTICLE TWO PRINCIPAL OFFICE

The principal place of business of the corporation is 9802 Baymeadows Road, Suite 12, Jacksonville, Florida 32256.

ARTICLE THREE SHARES

The aggregate number of shares that the corporation is authorized to have outstanding at any time is 10,000, all of which shall be common shares with par value of \$1.00.

ARTICLE FOUR INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Jeff Connors 9802 Baymeadows Road, Suite 12 Jacksonville, FL 32256

ARTICLE FIVE INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Harry Dodich 9802 Baymeadows Road, Suite 12 Jacksonville, Florida 32256

ARTICLE SIX DURATION

The term of existence of the corporation is perpetual.

ARTICLE SEVEN PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive right to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

Harry Dodich, Incorporator Date

Having 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.

Jeff Connors

Registered Agent

SECRETARY OF STATE

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