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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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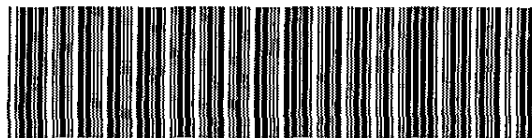
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*John P. Tynan*

*Attorney at Law  
P. O. Box 777  
Jupiter, Florida 33468*

*Area Code 561  
Telephone 219-0322  
Fax 219-0322  
E-mail: johnp@bellsouth.net*

January 31, 2003

Department of State  
State of Florida  
Division of Corporations  
Box 6327  
Tallahassee, Florida 32314

Re: Elite Fitness Pilates, Inc.

Gentlemen:

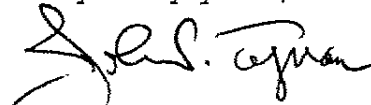
I enclose herewith the proposed Articles of Incorporation in duplicate for the proposed corporation above named.

Also enclosed is my check in the sum of \$78.75 sent in payment of the appropriate filing fees, registered agent designation and certified copy fees.

When the articles are accepted for filing, please return to me the enclosed copy thereof together with the certificate of incorporation and your receipt for same in the envelope provided.

Thank you for your courtesy and cooperation.

Very truly yours,

  
JOHN P. TYNAN

JPT/er  
Encs.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ELITE FITNESS PILATES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I. Name. The name of this corporation shall be **ELITE FITNESS PILATES, INC.** The principal place of business of this corporation shall be 585 S.E. Central Parkway, Stuart, Florida 34994.

Article II. Nature of Business. This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III. Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share.

Article IV. Address. The street address of the initial registered office of the corporation shall be 585 S.E. Central Parkway, Stuart, Florida 34994. and the name of the initial registered agent of the corporation at that address is ELIZABETH SELF.

Article V. Term of Existence. This corporation shall exist in perpetuity.

Article VI. Directors. This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the By-Laws.

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Article VII. Subscriber. The name and street address of the subscriber to these Articles of Incorporation is:

ELIZABETH SELF

585 S.E. Central Parkway,  
Stuart, Florida 34994

Article VIII. Registered Agent Acceptance. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28 day of January, 2003.

Elizabeth Self  
ELIZABETH SELF

STATE OF FLORIDA           )  
  )  
COUNTY OF MARTIN        )

The foregoing instrument was acknowledged before me this 28 day of January, 2003 by ELIZABETH SELF, [x]who is personally known to me or []who has produced \_\_\_\_\_ as identification and who did take an oath.

John P. Tynan  
Notary Public, State of Florida at Large  
My commission expires:  
(Seal)

