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From:

Account Name : ADORNO & YOSS, P.A. - Luz Taylor
Account Number : 076247002423
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FLORIDA PROFIT CORPORATION OR P.A.

Golf Pro Fitness, Inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GOLF PRO FITNESS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be GOLF PRO FITNESS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 5555 Angler Avenue, Suite 23, Ft. Lauderdale, FL 33312.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Two Hundred (200) shares of Common Stock, \$1.00 par value per share.

CLINT J. GAGE, ESQ. FLA BAR #0191779
Adamo & Yoss, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Richard Wasserlauf, 5555 Angler Avenue, Suite 23, Ft. Lauderdale, FL 33312.

**ARTICLE VII
BOARD OF DIRECTORS**

The Corporation shall have five (5) directors initially.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial directors of this Corporation are:

Anthony Crump	5444 Beaufain Blvd, Virginia Beach, VA 23464
Richard Wasserlauf	5555 Angler Avenue, Suite 23, Ft. Lauderdale, FL 33312
Jeff Bernier	5555 Angler Avenue, Suite 23, Ft. Lauderdale, FL 33312
Richard Blumberg	5555 Angler Avenue, Suite 23, Ft. Lauderdale, FL 33312
Roger Koeinsberg	5555 Angler Avenue, Suite 23, Ft. Lauderdale, FL 33312

The persons named as initial directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

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**ARTICLE IX
INCORPORATOR**

The name and address of the Incorporator is Richard Wasserlauf, 5555 Angler Avenue, Suite 23, Ft. Lauderdale, FL 33312.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

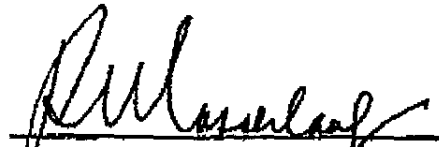
**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**ARTICLE XIII
SHAREHOLDER VOTING REQUIREMENTS**

Any action required or permitted by the shareholders shall require the approval of holders of no less than 66.00% of the outstanding shares eligible to vote.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 28TH day of February 2003.


Richard Wasserlauf, Incorporator

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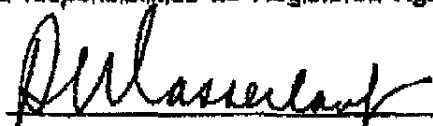
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

GOLF PRO FITNESS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 5555 Angler Avenue, Suite 23, Ft. Lauderdale, FL 33312, has named Richard Wasserlauf at 5555 Angler Avenue, Suite 23, Ft. Lauderdale, FL 33312, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Richard Wasserlauf

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