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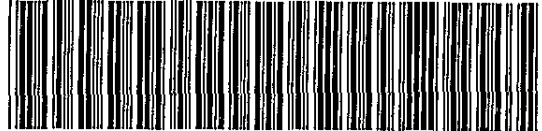
(Business Entity Name)

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FILED  
2003 APR -3 PM 2:44  
TALLAHASSEE FLORIDA

157  
4/9/03

ARTICLES OF INCORPORATION  
OF  
VERO GYM & FITNESS, INC.

**FILED**  
2003 APR -3 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is VERO GYM & FITNESS, INC.

ARTICLE II - DURATION

This corporation shall exist for a period of perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of Ten Dollars (\$10.<sup>00</sup>/<sub>100</sub>) each.

All stock issued by this corporation shall be fully paid and non-assessable and shall be transferrable only on the books of the corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor, or services at just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors or shareholders.

The authorized shares of stock without par value may be issued by this corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors or shareholders. Any and all such shares issued and for which the full consideration

has been paid or delivered, shall be deemed fully paid Stock and holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The shares of stock to be issued by the corporation shall be subject to the following provisions and restrictions upon sales and transfer thereof.

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder shall desire to sell, assign, give or transfer, any shares of stock in the corporation, stockholder must, by giving written notice of such desire to a majority of Board of Directors, first afford to the corporation or the nominee or its Board of Directors the right and privilege for thirty (30) days to purchase the same at a price equal to a bonafide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock, by a person, firm or corporation, ready, willing and able to buy such stock at the price so offered to be paid, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS AND CORPORATION PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 1327 North Central Ave., Sebastian, FL 32958 and the name of the initial registered agent of this corporation is Rene' G. VanDeVoorde, Esq.

The Principal Office of the Corporation is 1614 Coral Reef St., Sebastian, FL 32958.

#### ARTICLE VII - INCORPORATION

The names and address of the persons signing these articles as subscribers are:

<u>Name and Address</u>	<u>Number of Shares</u>
Glen G. Rohm 1614 Coral Reef St. Sebastian, FL 32958	40

#### ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE X - OFFICERS

The names and street addresses of the Officers of the Corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Glen G. Rohm	President/Director	1614 Coral Reef St. Sebastian, FL 32958
William T. Brognano	Vice President/ Treasurer	555 Cross Creek Circle Sebastian, FL 32958
Scott Burtrem	Secretary	220 Midvale Terrace Sebastian, FL 32958

#### ARTICLE XI - INITIAL BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors and officers of the Corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws

and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follow:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Glen G. Rohm	President/Director	1614 Coral Reef St. Sebastian, FL 32958

There shall be one director initially. The number may be increased as the By-Laws may provide, but in no case less than one.

#### ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the of this corporation shall be managed under the direction of, the shareholders of this corporation. All references in these Articles of Directors shall be interpreted to mean shareholders where applicable.

IN WITNESS WHEREOF, the undersigned subscribers have executed these

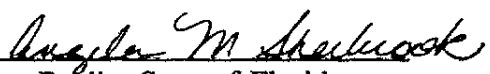
Articles this 31 day of March, 2003.

  
Glen G. Rohm

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared GLEN G. ROHM, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation. GLEN G. ROHM is personally known to me or has shown n/a as identification, and who did not take an oath.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 31 day of March, 2003.

  
Notary Public, State of Florida  
My Commission Expires:



Angela M. Sherbrook  
MY COMMISSION # CC987477 EXPIRES  
March 3, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST -- THAT VERO GYM & FITNESS, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

SEBASTIAN STATE OF FLORIDA, HAS NAMED Rene' G. VanDeVoorde  
(NAME OF REGISTERED AGENT)

LOCATED AT 1327 North Central Ave., Sebastian, FL 32958

(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES  
ARE NOT ACCEPTABLE)

CITY OF Sebastian, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]  
(CORPORATE OFFICER)

TITLE President

DATE: 3-31-03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PER-  
FORMANCE OF MY DUTIES.

SIGNATURE [Signature]  
(RESIDENT AGENT)

DATE: April 1, 2003

CLERK OF STATE  
TALLAHASSEE FLORIDA

2003 APR -3 PM 2:44

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