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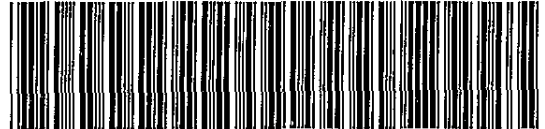
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/07/03--01059--016 **78.75

03 APR -7 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

LAW OFFICES
LINSKY AND LINSKY

1509-B SUN CITY CENTER PLAZA
SUN CITY CENTER, FLORIDA 33573
(813) 634-5566
FAX (813) 634-3217

503 WEST PLATT STREET
TAMPA, FLORIDA 33606
(813) 251-5197
FAX (813) 254-6744

April 1, 2003

REPLY TO:

Sun City Center

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

Subject: Southern Women's Health and Fitness, Inc.

Dear Sirs:

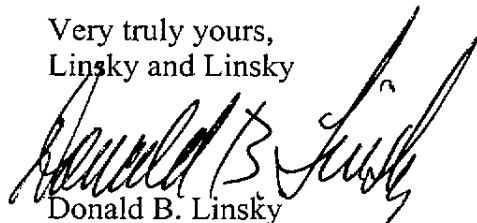
Enclosed is an original and one (1) copy of the Articles of Incorporation for the above proposed corporation, together with a check in the amount of \$78.75, which includes the following items:

Filing Fee:	\$ 35.00
Resident Agent Fee:	\$ 35.00
Certified Copy:	<u>\$ 8.75</u>
Total:	\$ 78.75

FROM: Linsky and Linsky, P.A.
1509 Sun City Center Plaza
Suite B
Sun City Center, Florida 33573

Please forward a certified copy to us at our Sun City Center address at your earliest convenience.

Very truly yours,
Linsky and Linsky



Donald B. Linsky

ARTICLES OF INCORPORATION

OF

SOUTHERN WOMEN'S HEALTH AND FITNESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be Southern Women's Health and Fitness, Inc.

ARTICLE II. EFFECTIVE DATE

This Corporation shall have perpetual existence and shall commence on April 2, 2003.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1610 Susie Circle
Ruskin, Florida 33570

ARTICLE IV. PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

ARTICLE V. SHARES

This Corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar per share par value common stock.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the initial Registered Agent of this corporation are:

Sandra L. Gillespie
1610 Susie Circle
Ruskin, Florida 33570

ARTICLE VII. INCORPORATOR

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

Sandra Gillespie
1610 Susie Circle
Ruskin, Florida 33570

Sandra L. Gillespie
Sandra Gillespie, Incorporator

4/02/03
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.

Sandra L. Gillespie
Sandra Gillespie, Registered Agent

4/02/03
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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