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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 MAY 12 PM 1:43

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

SUBJECT: CARMICHAEL'S GYM, INC.

I enclose an original and 1 copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

SIGNED: David C. Carmichael III

From:  
DAVID CHARLES CARMICHAEL, III

Name  
1439 ADMIRAL WOODSON LANE

Address  
CLEARWATER, FL 33755

City State Zip  
(727) 445-1114

Telephone Number

ARTICLES OF INCORPORATION

OF

CARMICHAEL'S GYM, INC.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAY 12 PM 1:43

ARTICLE I NAME

The name of the corporation shall be: CARMICHAEL'S GYM, INC.

ARTICLE II PRINCIPAL OFFICE

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

103 15<sup>TH</sup> AVENUE  
INDIAN ROCKS BEACH, FLORIDA 33785

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE HUNDRED SHARES.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

DAVID CHARLES CARMICHAEL III  
1439 ADMIRAL WOODSON LANE  
CLEARWATER, FL 33755

ARTICLE V INCORPORATOR

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

DAVID CHARLES CARMICHAEL III  
1439 ADMIRAL WOODSON LANE  
CLEARWATER, FL 33755

The undersigned has executed these Articles of Incorporation this 25 day of February 2003.

  
DAVID CHARLES CARMICHAEL III, Incorporator

CERTIFICATE OF DESIGNATION

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT/REGISTERED OFFICE

03 MAY 12 PM 1:43

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

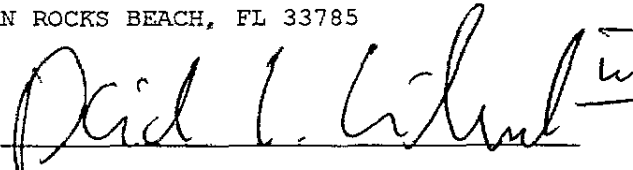
CARMICHAEL'S GYM, INC.

2. The name and address of the registered agent and office is:

DAVID CHARLES CARMICHAEL, III  
1439 ADMIRAL WOODSON LANE  
CLEARWATER, FL 33755

103 15<sup>TH</sup> AVENUE - OFFICE ADDRESS  
INDIAN ROCKS BEACH, FL 33785

Signature:

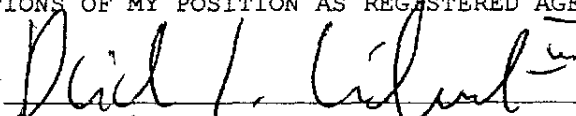


Title: DAVID CHARLES CARMICHAEL, III, CO-PRESIDENT

Date: FEBRUARY 25, 2003

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.

Signature:



Date: 02/25/03