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TALLAHASSEE, FLORIDA

Handwritten signature

LAW OFFICES OF
STEPHEN F. ELLIS, P.A.
Attorney At Law
SARASOTA, FLORIDA

Suite 888
1800 Second Street
Sarasota, FL 34236

Area Code 941
Telephone 366-7200
Facsimile 955-4985

August 28, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

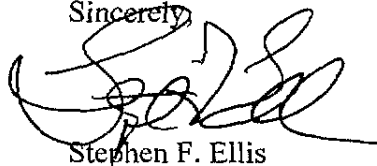
Re: E.S. Fitness, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced company. Please file these Articles and return a certified copy to this office. Our firm check is enclosed in the amount of \$78.75 in payment of the fee for this service.

Should you have any questions or need further information, please do not hesitate to contact my office.

Sincerely,



Stephen F. Ellis

SFE/jcm

Enclosures

E.S. FITNESS, INC.

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

1. **NAME:** The name of this corporation is **E.S. FITNESS, INC.** The principal office of the corporation is located at **311 BEN FRANKLIN DRIVE, SARASOTA, FL 34236** and the mailing address of the corporation is **311 BEN FRANKLIN DRIVE, SARASOTA, FL 34236**.

2. **TERM:** The corporation shall exist perpetually.

3. **PURPOSE:** The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

4. **CAPITAL STOCK:** This corporation is authorized to issue 5000 shares of common stock of a par value of \$1.00a share.

5. **REGISTERED AGENT:** The initial registered agent for this corporation is **STEPHEN F. ELLIS** and the initial registered office is located at **1800 SECOND STREET, SUITE 888, SARASOTA, FL 34236**.

6. **DIRECTORS:** This corporation shall have **ONE (1)** director initially. The number shall be fixed by the bylaws and may be changed from time to time.

7. **INITIAL DIRECTORS:** The name and street address of each member of the first board of directors is: Ernesto Santana
311 Ben Franklin Drive
Sarasota, FL 34236.

They shall hold office until the first annual meeting of stockholders.

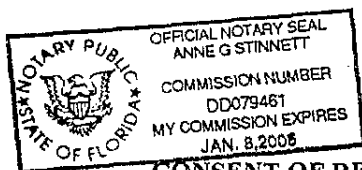
8. **INCORPORATOR:** The name and street address of the incorporator is Ernesto Santana, 311 Ben Franklin Drive, Sarasota, Florida 34236.

DATED on 8-27-03

Ernesto Santana
Ernesto Santana

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on Aug 27, 2003 by Ernesto Santana.



Anne G. Stinnett
Notary Public
My commission expires

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Stephen F. Ellis
Stephen F. Ellis