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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ANTHONY P. GRANESE, P.A.

ATTORNEY AT LAW

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Personal Injury Law · Trial Practice · General Practice

November 4, 2003

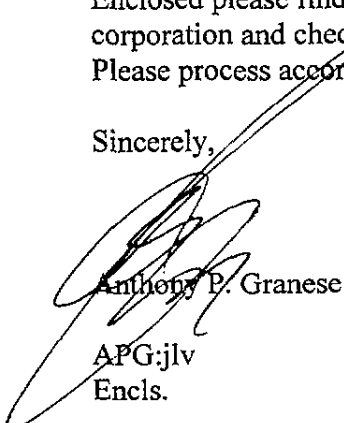
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Dynamic Health and Fitness Center, Inc.

Dear Corporate Specialist:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00 for filing fees and designation of registered agent. Please process accordingly.

Sincerely,



Anthony P. Granese

APG:jlw
Encls.

**ARTICLES OF INCORPORATION
OF
DYNAMIC HEALTH AND FITNESS CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator under provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be: **DYNAMIC HEALTH AND FITNESS CENTER, INC.**

ARTICLE II.

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III.

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 7,500 shares of common stock each with a par value of \$1.00.

ARTICLE IV.

The name and address of the subscriber and incorporator:

**Dennis Kellenberger
1547 Betty Lane S.
Clearwater, FL 33756**

ARTICLE V.

The holders of not less than 51% of the issued and outstanding shares of the voting stock of the corporation may act by written statement without a meeting, as provided in Florida Statutes 607 and the bylaws.

ARTICLE VI.

The affirmative vote of the holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease, or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation.

ARTICLE VII.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issues of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VIII.

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided by the bylaws, increased or decreased, but shall

never be less than one (1) director.

The two directors and their addresses are:

Director: Dennis Kellenberger
Address: 1547 Betty Lane S.
Clearwater, FL 33756

Director: Rick DaSo
Address: 705 7th Street SE
Largo, FL 33771

B. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX.

The address of the initial principal office of this corporation is **1547 Betty Lane S., Clearwater, FL 33756**. The name of the Registered Agent is **Anthony P. Granese**.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this

31 day of October, 2003.




DENNIS KELLENBERGER

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of Oct, 2003,
by Dennis L Kellenberger



Mary K. Hogan
MY COMMISSION # DD004233 EXPIRES
May 4, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY PUBLIC:

Mary K. Hogan

State of Florida at Large

My Commission Expires: 5-6-2005

Personally known _____
Produced Identification X
Type FLDL K 451-172-58-302-0

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First that **DYNAMIC HEALTH AND FITNESS CENTER, INC.**, desiring to organize under the laws of the State of Florida, with its principal office at **1547 Betty Lane S., Clearwater, FL 33756**, has named **Anthony P. Granese**, located at 1014 Drew Street, Clearwater, FL 33755, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Anthony P. Granese

Registered Agent

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TALLAHASSEE, FLORIDA