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TALLAHASSEE, FLORIDA

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IncAdvantage.com, Inc.

51 Everett Drive, Suite B-60
P. O. Box 927
West Windsor, NJ 08550-0927
877-462-2388
Fax: 609-716-0820

October 9, 2003

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32314

RE: SOCADA Health & Fitness Studio of East Palatka, Inc.

Dear Sir/Madam,

For the purposes of forming the above captioned entity, enclosed herewith in duplicate is Articles of Incorporation accompanied by our check in the amount of \$ 78.75

Please proceed with the filing of the enclosed, returning official receipts and evidence to the undersigned in the enclosed self addressed stamped envelope.

If you should need additional information, please do not hesitate to contact our office at 877-462-2388.

Thank you in advance for your cooperation in this matter.

Sincerely,

Zulma M. Howarth
Encls.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 15, 2003

ZULMA M. HOWARTH
P.O. BOX 927
WEST WINDSOR, NJ 08550-0927

SUBJECT: SOCADA HEALTH & FITNESS STUDIO OF EAST PALATKA, INC.
Ref. Number: W03000029896

We have received your document for SOCADA HEALTH & FITNESS STUDIO OF EAST PALATKA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 103A00056309

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOCADA Health & Fitness Studio of East Palatka, Inc.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: The name of the corporation shall be SOCADA Health & Fitness Studio of East Palatka, Inc.

Article II: The principal place of business and mailing address of this corporation shall be 408 Walnut Street, Green Cove Springs, Florida 32043.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which are of a par value of one dollar (\$1.00) each and classified as Common shares.

Article IV: The name and address of the initial registered agent is Marshall D. Gunn, Jr., 4887 Belfort Road, Suite 201, Jacksonville, Florida 32256

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

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

NAME

Marshall D. Gunn, Jr.,

ADDRESS

4887 Belfort Road, Suite 201
Jacksonville, Florida 32256

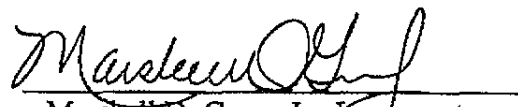
Article VI: Shareholders shall be entitled as a matter of right to a preemptive right, for a period of thirty days, to subscribe for, purchase or receive any shares of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the corporation acquired by it after the issuance thereof, any shareholder shall be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures, or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for or purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all of such shares, rights, bonds, debentures or other obligations which the corporation may have issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

Article VII: The corporation is organized to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

Article VIII: The period of duration of the corporation is perpetual.

Article IX: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 8th day of October, 2003.


Marshall D. Gunn, Jr., Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

By: Marshall D. Gunn, Jr.
Marshall D. Gunn, Jr. - Registered Agent

Date: October 8, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA