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SECRETARY OF STATE
TALLAMASSEF FLORIDA

The history



STRAUGHN, STRAUGHN & TURNER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

255 MAGNOLIA AVENUE

RICHARD E. STRAUGHN MARK G. TURNER PAUL L. KUTCHER*3

> JACK STRAUGHN (1925-2000)

* ALSO ADMITTED IN PENNSYLVANIA A CERTIFIED CIRCUIT & COUNTY CIVIL MEDIATOR WINTER HAVEN, FLORIDA 33880

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December 29,2003

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

RE:

D.J.'S FITNESS, INC./

Incorporation

Our File No.: 6775/001

Dear Sir:

Enclosed for filing, please find the Articles of Incorporation, together with the Registered Agent form. The corporation is to be filed with an effective date of January 2, 2004. Also enclosed, is my firm's check in the amount of \$78.75, which represents the filing fee of \$70.00, plus the cost of a certified copy of \$8.75.

Please forward a certified copy to this office.

Thank for your assistance in this matter, Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

Mak S. Jan

MARK G. TURNER

MGT/djb

Enclosures

David L. Johnson, Sr. cc:

D.J.'s.Inc\letter\fladept.art

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ARTICLES OF INCORPORATION OF D.J.'S FITNESS, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I – EFFECTIVE TIME AND DATE

These Articles of Incorporation shall become effective as of January 2, 2004.

ARTICLE II - NAME

The name of the corporation is D.J.'S FITNESS, INC., whose mailing address is: 122 South 20th Street, Haines City, Florida 33844.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 7,500 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE VI - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VII - ADDRESS

The principal office of this Corporation shall be 122 South 20th Street, Haines City,

Florida 33844, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VIII - DIRECTORS

This Corporation shall have one (1) Director initially, the number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE XI - ORIGINAL DIRECTORS

The names and addresses of the members of the first Board of Directors, are:

DAVID L. JOHNSON, SR.

122 South 20th Street Haines City, Florida 33844

ARTICLE X - SUBSCRIBER

The name and address of the Subscriber to the Articles of Incorporation of this Corporation, are:

DAVID L. JOHNSON, SR.

122 South 20th Street Haines City, Florida 33844

DAVID L. JOHNSON. SR.

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

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

FIRST--- D.J.'S FITNESS, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of HAINES CITY, State of FLORIDA, has named, DAVID L. JOHNSON, SR., located at 122 South 20th Street, Haines City, Florida 33844, as its Agent to accept Service of Process within this State.

ACKNOWLEDGMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above state 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.

DAVID L. JOHNSON, SR.

D.J.'s.inc\Articles