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TALLAHASSEE, FLORIDA

**DOZIER & DOZIER**

ATTORNEYS AT LAW  
2407 FRUITVILLE ROAD  
SARASOTA, FLORIDA 34237

P.O. BOX 2738  
SARASOTA, FLORIDA 34230  
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LAMAR B. DOZIER (1906-1998)  
THOMAS A. DOZIER

February 26, 2004

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: New Body Fitness, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation for the above named corporation to be filed with the Secretary of State, along with our check in the amount of \$70.00 to cover the filing fee. Please have the enclosed copy of the Articles stamped with a filing date, and return it to our office along with your cover letter providing the assigned document number. We do not need a certified copy.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

DOZIER & DOZIER



Thomas A. Dozier

TAD/ja  
Enclosure

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
NEW BODY FITNESS, INC.**

**ARTICLE 1. - NAME**

The name of this corporation is NEW BODY FITNESS, INC.

**ARTICLE 2. - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE 3. - PURPOSE**

This corporation is organized for the purpose of engaging in and transacting any and all activities or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE 4. - POWERS**

This corporation shall have all of the powers enumerated in the Florida Business Corporation Act.

**ARTICLE 5. - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00 per share.

**ARTICLE 6. - PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, shares of any class, kind or series of stock in this corporation that may, from time to time, be issued. Such preemptive rights shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares in the treasury of the corporation and shall be exercised in the ratio that the number of shares held by each stockholder at the time of issue bears to the total number of shares outstanding in the name of all stockholders.

**ARTICLE 7. - PRINCIPAL OFFICE AND REGISTERED AGENT**

The mailing address of the corporation is 1327 Cottonwood Trail, Sarasota, Florida 34233, and the street address of the initial registered office of the corporation is 1327 Cottonwood Trail, Sarasota, Florida 34233, and the name of the initial registered agent at such address is: David Bens.

**ARTICLE 8. - DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

David P. Bens  
4433 Longmeadow  
Sarasota, Florida 34235

**ARTICLE 9. - INCORPORATORS**

The names and addresses of the Incorporators are:

David P. Bens  
4433 Longmeadow  
Sarasota, Florida 34235

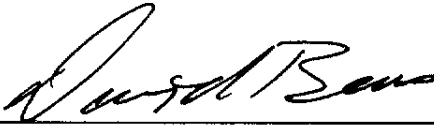
**ARTICLE 10. - CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

**ARTICLE 11. - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporators have executed these Articles of Incorporation on the 26<sup>th</sup> day of February, 2004.

  
\_\_\_\_\_  
DAVID P. BENS

STATE OF FLORIDA            )  
COUNTY OF SARASOTA        )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of February, 2004, by DAVID P. BENS, as Incorporator.

(SEAL)



Thomas A. Dozier  
MY COMMISSION # DD050392 EXPIRES  
September 20, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

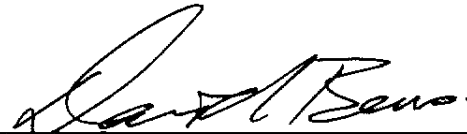
  
\_\_\_\_\_  
THOMAS A. DOZIER, Notary Public

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT FOR**  
**NEW BODY FITNESS, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 26, 2004.

A handwritten signature in black ink, appearing to read "David P. Bens", written over a horizontal line.

DAVID P. BENS, Registered Agent