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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

Subject: **POISE PILATES, INC.**

Enclosed are an original and one copy of the Articles of Incorporation plus an additional copy with a check for the filing fee, Certificate of Status and Certified Copy in the amount of \$87.50.

Please return all correspondence regarding this matter to:

David E. Ridenour, Esq.

2919 Wycombe Way

Palm Harbor, Florida 34685

Daytime Telephone Number: 727-773-2575

Thank you.

David E. Ridenour, Esq.

David E. Ridenour, Esq.

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04 MAR -9 PM 5: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
Of
POISE PILATES, INC.

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statute, Chapter 607.

Article I.

Name

The name of the corporation shall be POISE PILATES, INC.

Article II.

Principal Office

The principal office and mailing address is:

130 Nancy Drive, Oldsmar, Florida 34677

Article III.

Registered Office and Registered Agent

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: **David E. Ridenour, Esq.**

Address: **2675 Tampa Road, Palm Harbor, Florida 34684**

Article IV.

Incorporator

The name and address of the Incorporator of this Corporation is:

Name: **David E. Ridenour, Esq.**

Address: **2675 Tampa Road, Palm Harbor, Florida 34684**

Article V.

Initial Officer and Director

Title: **Director**
Name: **Stephanie N. Riley**
Address: **130 Nancy Dr., Oldsmar, Florida 34677**

Article VI.

Capital Stock

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock.

Article VII.

Preemptive Rights

The holder of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

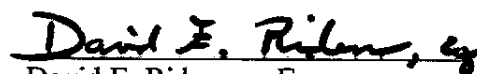
IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this March 4, 2004, for the purpose of organizing this corporation under the laws of the State of Florida.


David E. Ridenour, Esq.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above-stated Corporation, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: March 4, 2004.


David E. Ridenour, Esq.