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FLORIDA PROFIT CORPORATION OR P.A.

Fitness Lines, Inc.

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**ARTICLES OF INCORPORATION OF
FITNESS LINES, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **FITNESS LINES, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 1232 High Bluff Drive, Largo, Florida 33770.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

W. Thompson Thorn, III

Address

101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

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ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Name

Address

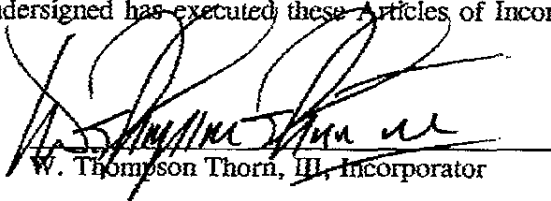
W. Thompson Thorn, III

101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of May, 2004.


W. Thompson Thorn, III, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation Fitness Lines, Inc.
2. The name and address of the registered agent and office are:

W. Thompson Thorn, III
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

SIGNATURE: 

TITLE: W. Thompson Thorn, III, Incorporator

DATE: May 10, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

W. Thompson Thorn, III, Registered Agent

DATE: May 10, 2004

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