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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : KEVIN M. HELMICH, PA  
Account Number : I20020000062  
Phone : (850) 650-4747  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Dynamic Health Club Solutions, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
DYNAMIC HEALTH CLUB SOLUTIONS, INC.**

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**ARTICLE I**

**NAME**

The name of this Corporation is DYNAMIC HEALTH CLUB SOLUTIONS, INC.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

This Corporation is organized for the purpose of conducting marketing and management services to fitness industry and all other lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."

**ARTICLE V**

**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as

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P.O. Box 3499  
Destin, Florida 32541  
(850) 650-4747

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nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4481 Legendary Drive, Suite 200, Destin, Florida 32541 and the initial registered agent of this Corporation at that address is Kevin M. Helmich.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have at least 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

William A. Kane, III  
4442 Southwinds Drive  
Destin, Florida 32550

#### ARTICLE VIII

##### PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is: 4442 Southwinds Drive, Destin, Florida 32550.

#### ARTICLE IX

##### INCORPORATOR

The name and address of the person signing these Articles is:

(( (H04000100949 3) ))

Prepared by: Kevin M. Helmich, Esq.  
P.O. Box 5499  
Destin, Florida 32541  
(850) 850-4747

((H04000100949 3)))

William A. Kane, III  
4442 Southwinds Drive  
Destin, Florida 32550

ARTICLE X

INDEMNIFICATION

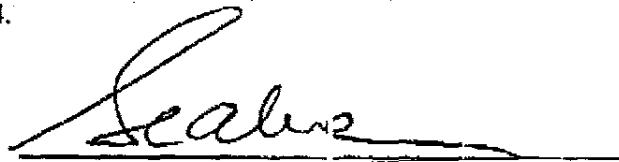
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

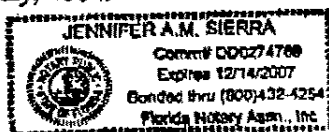
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 10th day of May, 2004.

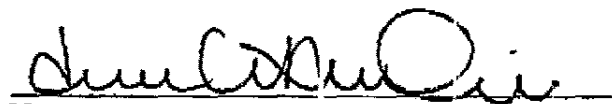
  
William A. Kane, III, incorporator

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared WILLIAM A. KANE, III, incorporator who produced a Florida drivers license as identification and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 10th day of May, 2004.



  
Notary

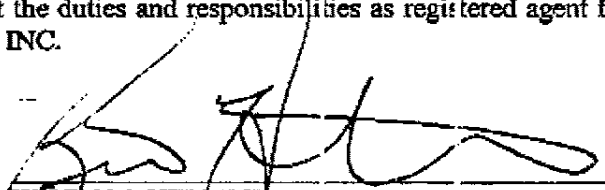
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P.O. Box 5499  
Destin, Florida 32542  
(950) 650-4747

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ACCEPTANCE

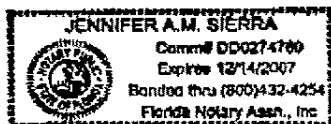
I hereby am familiar with and accept the duties and responsibilities as registered agent for  
DYNAMIC HEALTH CLUB SOLUTIONS, INC.

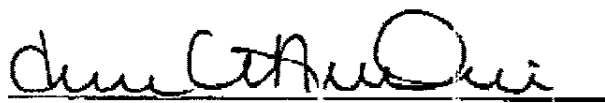
  
KEVIN M. HELMICH,  
Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to  
take acknowledgements personally appeared KEVIN M. HELMICH, agent who produced a Florida  
drivers license and who did take an oath, and who is the person who executed the foregoing  
Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 10th day  
of May, 2004.



  
Notary

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