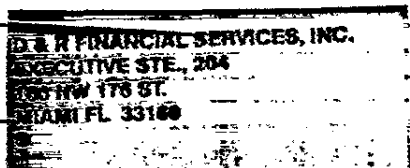


PO 4000084563

(Requestor's Name)



(City/State/Zip/Phone #)

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ARTICLES OF INCORPORATION

FILED

04 MAY 27 PM 3:48

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TOTAL BODY FITNESS, INC.**

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is:

**TOTAL BODY FITNESS, INC.**

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage and transact any lawful business for which corporations may be Incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.
- C. To engage in any and all aspects of weight training, personal training, selling exercise items, natural vitamins, juice, providing aerobic exercises, etc...

#### ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue ONE THOUSAND (1,000) SHARES of common stock with no par value.

#### ARTICLE FIVE

The street address of the initial office of the corporation is:

17801 N.W. 2<sup>nd</sup> Avenue Suite 208  
Miami, FL. 33169

The name of the initial Registered Agent is:

James Williams

The address of the Registered Agent is:

17801 N.W. 2<sup>nd</sup> Avenue Suite 208  
Miami, FL. 33169

#### ARTICLE SIX

The number of Directors consisting the initial Board of Directors are three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation are as follows:

James Williams  
President/Secretary  
17801 N.W. 2<sup>nd</sup> Avenue Suite 208  
Miami, FL. 33169

Tice Johnson  
Vice President/Treasurer  
17801 N.W. 2<sup>nd</sup> Avenue Suite 208  
Miami, FL. 33169

Robert Johnson  
Director  
17801 N.W. 2<sup>nd</sup> Avenue Suite 208  
Miami, FL. 33169

ARTICLE SEVEN

The name and address of the incorporator is as follows:

James Williams  
17801 N.W. 2<sup>nd</sup> Avenue Suite 208  
Miami, FL 33169

ARTICLE EIGHT

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

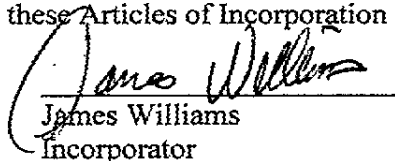
ARTICLE NINE

The corporation may indemnify any present or former officer, incorporator, or director, to the full extent permitted by law.

ARTICLE TEN

The power to adopt, alter, amend and repeal the by-laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 17<sup>th</sup> day of MAY, 2004.

  
James Williams  
Incorporator

STATE OF Florida )  
COUNTY OF Miami Dade )

04 MAY 27 PM 3:48

NOTARY PUBLIC STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 17<sup>th</sup>  
day of MAY, 2004, by JAMES WILLIAMS who personally appeared before  
me at  
the time of notarization.

NOTARY PUBLIC STATE OF Florida

Sign R. G. DuFresne

Print R. G. DUFRESNE

Personally known ☒ or produced identification

(Type of identification produced DL, SEN)

These Articles were prepared by:

James Williams  
17801 N.W. 2<sup>nd</sup> Avenue Suite 208  
Miami, FL. 33169



Ramces G. DuFresne  
MY COMMISSION # DD127164 EXPIRES  
August 12, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

I hereby accept all duties as a Registered Agent for Total Body Fitness, Inc.

James Williams  
James Williams