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FLORIDA PROFIT CORPORATION OR P.A.

CANES ENTERPRISES, INC.

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Glenda E. Hood
Secretary of State

October 1, 2004

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ARTICLES OF INCORPORATION

OF

Canes Fitness, Inc.

The undersigned Incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

Canes Fitness, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1317 Linden Wood Dr.
Tarpon Springs, FL 34689

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

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ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2908 Bay to Bay Blvd., Suite 308, Tampa, Florida 33629, and the initial registered agent of this corporation at such office shall be Thomas P. McNamara. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until his successor has been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Sandra M. Smith	1317 Linden Wood Dr. Tarpon Springs, FL 34689

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ARTICLE 7**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Thomas P. McNamara	2809 Bay to Bay Boulevard Suite 309 Tampa, Florida 33629

ARTICLE 8**Purposes and Duration**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9**By-Laws**

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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ARTICLE 11

Affiliated Transactions

The provisions of Section 807.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


THOMAS P. MCNAMARA

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Thomas P. McNamara, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 1 day of October, 2004.


THOMAS P. MCNAMARA

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