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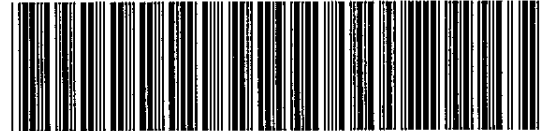
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA
05 FEB - 7 PM 3:49



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 187916 7199111

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 155.00

ORDER DATE : February 7, 2005

ORDER TIME : 9:57 AM

ORDER NO. : 187916-005

CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq
Seth E. Ellis, P.a.

Suite 190
2385 Executive Center Drive
Boca Raton, FL 33431

DOMESTIC FILING

NAME: PILATES BY STEFANIE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
PILATES BY STEFANIE, INC.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 FEB -7 PM 3:49

**ARTICLE I
Name**

The name of the corporation is **PILATES BY STEFANIE, INC.**

**ARTICLE II
Duration**

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 2nd day of February, 2005.

**ARTICLE III
Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
Capital Stock**

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
Principal Office; Initial Registered Office and Agent**

The street address of the initial principal office and registered office of this corporation is 2385 Executive Center Drive, Suite 190, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at that address is Seth E. Ellis, Esq.

**ARTICLE VI
Initial Board of Directors**

This corporation shall initially have One (1) director. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Stefanie F. Ellis
99 SE Mizner Boulevard, Unit 827
Boca Raton, FL 33432

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is Seth E. Ellis, Esq., Law Offices of Seth E. Ellis, P.A., 2385 Executive Center Drive, Suite 190, Boca Raton, FL 33431.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 4 day of February, 2005.



Seth E. Ellis, Esq.

Incorporator

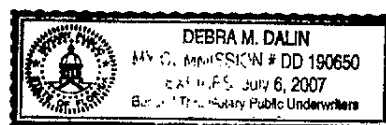
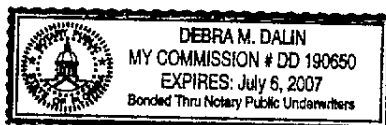
STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 4 day of February, 2005, by SETH E. ELLIS, ESQ., who is personally known to me or who has produced _____ as identification.



Notary Public - State of Florida

[NOTARY STAMP]



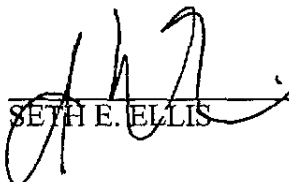
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

PILATES BY STEFANIE, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **Pilates By Stefanie, Inc.**, desiring to organize under the laws of the State of Florida with its principal office at 2385 Executive Center Drive, Suite 190, Boca Raton, FL 33431, has named Seth E. Ellis, Esq., located at 2385 Executive Center Drive, Suite 190, Boca Raton, FL 33431, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


SETH E. ELLIS

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