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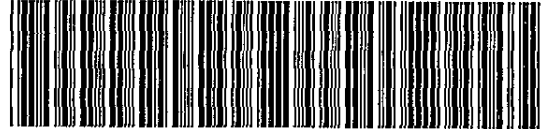
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR 25 AM 8:21

J. Shivers APR 28 2005

ABS FOR MEN, INC.
1000 SUSAN DRIVE
LAKELAND, FL 33803
(863) 682-3737

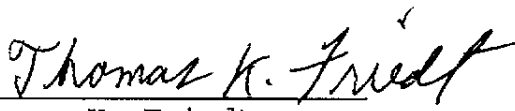
March 7, 2005

Department of State
Division of Corporations
Post office Box 6327
Tallahassee, FL 32314

RE: ABS FOR MEN, INC.

Enclosed please find the original and two (2) copies of the
articles of Incorporation for the above Corporation.

A check for \$ 78.75 is enclosed.



Thomas K. Friedt
1000 Susan Drive
LAKELAND, FL 33803

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**ARTICLES OF INCORPORATION OF
ABS FOR MEN, INC.**

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CLERK OF STATE
DIVISION OF CORPORATION
05 APR 25 AM 8:21

FIRST: The name of this corporation is **ABS FOR MEN, INC.**

SECOND: The general nature of the business to be transacted by this corporation, together with and in addition to those powers conferred by the laws of Florida and the United States of American and the principles of common law upon corporations organized under and by virtue of the laws of Florida and the United States of American and the principles of common law upon corporations organized under and by virtue of the laws of Florida is the following, viz:

To engage in an exercise facility. To purchase and resell merchandise, to take, own, hold, deal in, mortgage or otherwise give lien against, and to lease, exchange, transfer or in any manner whatever, to dispose of real property within or without the State of Florida, wherever situated; To purchase or otherwise acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, lease, sell, assign, transfer, or in any manner dispose of, deal in and trade with and invest in goods, wares and merchandise and property of any kind and class, both within the State of Florida and without said State .To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment hereof or necessary or incidental to the protection and benefit of the corporation, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, and to perform any other act or thing which may tend to promote the interest of this Corporation and is not forbidden by the law to the same extent as natural persons might or could do, and the foregoing enumeration of specific powers, and is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

THIRD: The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is ten thousand (10,000) shares of common stock having a par value of one dollar (\$ 1.00) per share.

FOURTH: the amount of capital with which this Corporation will begin business is five hundred and no/100 dollars (\$ 100.00).

FIFTH: This corporation is to exist perpetually.

SIXTH: The initial street address of the principal office of this corporation in the State of Florida is 1000 Susan Drive, Lakeland, FL 33803.

SEVENTH: This Corporation shall have 1 Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

EIGHT: The name and street address of the members of the first Board of Directors, Incorporators and Subscribers to these Articles of Incorporation are:

THOMAS K. FRIEDT 1000 SUSAN DRIVE, LAKE LAND, FL 338103

NINTH: The registered Agent and his address for service of process of this Corporation is THOMAS K. FRIEDT 1000 Susan Drive, Lakeland, FL 338103

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to a majority of stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 13th day of April, 2005

Signature of incorporators:

Thomas K. Friedt

THOMAS K. FRIEDT, PRESIDENT

**ARTICLES OF INCORPORATION OF
ABS FOR MEN, INC.**

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SECOND: The general nature of the business to be transacted by this corporation, together with and in addition to those powers conferred by the laws of Florida and the United States of American and the principles of common law upon corporations organized under and by virtue of the laws of Florida and the United States of American and the principles of common law upon corporations organized under and by virtue of the laws of Florida is the following, viz:

To engage in an exercise facility. To purchase and resell merchandise, to take, own, hold, deal in, mortgage or otherwise give lien against, and to lease, exchange, transfer or in any manner whatever, to dispose of real property within or without the State of Florida, wherever situated; To purchase or otherwise acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, lease, sell, assign, transfer, or in any manner dispose of, deal in and trade with and invest in goods, wares and merchandise and property of any kind and class, both within the State of Florida and without said State .To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment hereof or necessary or incidental to the protection and benefit of the corporation, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, and to perform any other act or thing which may tend to promote the interest of this Corporation and is not forbidden by the law to the same extent as natural persons might or could do, and the foregoing enumeration of specific powers, and is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

THIRD: The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is ten thousand (10,000) shares of common stock having a par value of one dollar (\$ 1.00) per share.

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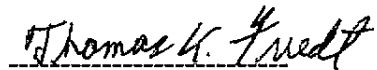
THOMAS K. FRIEDT 1000 SUSAN DRIVE, LAKE LAND, FL 338103

NINTH: The registered Agent and his address for service of process of this Corporation is THOMAS K. FRIEDT 1000 Susan Drive, Lakeland, FL 338103

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The undersigned incorporators have executed these Articles of Incorporation this 13th day of April, 2005

Signature of incorporators:



THOMAS K. FRIEDT, PRESIDENT

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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 is: ABS for Men, Inc.
2. The name and address of the registered agent and

office is: THOMAS K. FRIEDT
1000 SUSAN DRIVE
LAKE LAND, FL 33803

Signature: Thomas K. Friedt

Title: PRESIDENT

Date: 4-21-05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF THE FLORIDA STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature: Thomas K. Friedt

Date: 4-21-05

FILED
CLERK OF CIRCUIT COURT
05 APR 25 AM 8:21