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05 MAY 13 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Hampton MAY 13 2005



Florida Incorporators, Inc.

Mark S. Hankins
President
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637

May 11, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Fitnessoutletusa.com Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

FILED

Articles Of Incorporation

05 MAY 13 PM 3:18

Of

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FITNESSOUTLETUSA.COM INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is FITNESSOUTLETUSA.COM INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors until the

first annual meeting of shareholders or until their successors are
. elected and qualified are:

Michael Shiner
5454 NW 87th Terrace
Coral Springs, FL 33067

Andrew Riposta
4037 N. Monroe Street
Tallahassee, FL 32303

SEVENTH: The name and address of the incorporator is:

MICHAEL SHINER
5454 NW 87TH TERRACE
CORAL SPRINGS, FL 33067

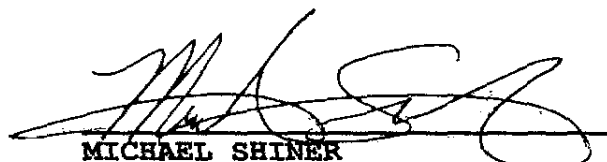
EIGHTH: The name and address of the initial registered
agent and the initial registered office is:

MICHAEL SHINER
5454 NW 87TH TERRACE
CORAL SPRINGS, FL 33067

NINTH: The mailing address and principal office of the
corporation is:

FITNESSOUTLETUSA.COM INC.
5454 NW 87TH TERRACE
CORAL SPRINGS, FL 33067

DATED: May 4, 2005


MICHAEL SHINER
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


MICHAEL SHINER