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June 2, 2005

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

RE: Proposed Incorporation of Fitness Fun, Inc.
Office No.: 05-029

Gentleperson:

I have enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida Corporation. I have also enclosed my firm's check in the amount of \$70.00 representing payment of the following:

Filing Fees	\$35.00
Registered Agent Designation Fee	\$35.00

Please file the enclosed Articles and return an uncertified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,



MARK J. ALBRECHTA

Attorney-at-law

MJA/pra

Enclosure: Articles of Incorporation
Check # 1040

cc: Client



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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FITNESS FUN, INC.**

The undersigned acting as incorporator of a corporation for profit under the Florida Law, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of the Corporation is FITNESS FUN, INC. The principal place of business is 10329 Cross Creek Boulevard, Suite A, Tampa, FL 33647-2994; the mailing address shall be: 10329 Cross Creek Boulevard, Suite A, Tampa, FL 33647-2994.

ARTICLE II. DURATION

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a None par value per share. The shares of the Corporation are not to be divided into classes.

The Corporation is not authorized to issue shares in series.

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder shall, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series is that which he already holds, has the right to purchase his pro-rata share thereof (as nearly as possible without issuance of fractional shares), at a price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 10329 Cross Creek Boulevard, Suite A, Tampa, FL 33647-2994, and the name of the initial registered agent of this Corporation at that address is: SAMANTHA D. GROSS . This address is the same as the mailing address of the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the BY-LAWS, but shall never be less than one (1). The Board of Directors need not be residents of the State of Florida and shareholders of this Corporation. The name and address of the initial Director of this Corporation is: WAYNE C. STOCK, who resides at 6001 Ledgeview Drive, Peninsula, OH 44264.

Articles of Incorporation of Fitness Fun, Inc.

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ARTICLE VIII INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: WAYNE C. STOCK, who resides at, 6001 Ledgeview Drive, Peninsula, OH 44264.

ARTICLE IX BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders of the Corporation.

ARTICLE X SHAREHOLDER ACTION

Three-fourths (3/4) of the stockholders of the Corporation shall be required for any shareholder action.

The shareholders shall have the power to adopt, amend, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than three-fourths (3/4) vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of the Articles of Incorporation at Peninsula, Summit County, Ohio, on the 1st day of June, 2005.



WAYNE C. STOCK
INCORPORATOR

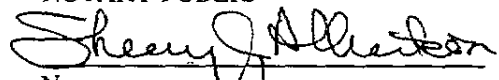
STATE OF OHIO

COUNTY OF SUMMIT

BEFORE ME THE UNDERSIGNED AUTHORITY, personally appeared WAYNE C. STOCK, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Peninsula, Ohio, Summit County, Ohio, this 1st day of June, 2005.

NOTARY PUBLIC



Name:

My Commission Expires:

May 6, 2007

My Commission No. Is:

SHERRY J. ALBERTSON, Notary Public
STATE OF OHIO
Resident Summit County
My Commission Expires May 6, 2007

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT
TO SECTION 607.0501, FLORIDA STATUTES 2003.**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Section 607.0501, Florida Statutes, 2003, the following is submitted in compliance with the Florida General Corporation Act:

First - That FITNESS FUN, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Tampa, Florida, County of Hillsborough, State of Florida, has named SAMANTHA D. GROSS located at 10329 Cross Creek Boulevard, Suite A, Tampa, FL 33647-2994, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



SAMANTHA D. GROSS
Registered Agent for
FITNESS FUN, INC.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

SUBSCRIBED AND SWORN TO BEFORE ME, the undersigned authority this 2nd
day of June, 2005, at Tampa, Hillsborough County, Florida.

NOTARY PUBLIC


Name:
My Commission Expires:
My Commission No. Is:

