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To:

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Fax Number : (850) 205-0381

From:

Account Name : CLIFFORD M. KING
Account Number : 072100000320
Phone : (941) 952-0990
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FLORIDA PROFIT CORPORATION OR P.A.

LBK Pilates, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

LBK PILATES, INC.

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

LBK Pilates, Inc.

2. Principal Office. The principal office of the Corporation is:

3131 Bayou Sound
Longboat Key, FL 34228

3. Mailing Address. The mailing address of the Corporation is:

525 Yawl Lane
Longboat Key, FL 34228

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend, or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

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6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Clifford M. King
2033 Main Street, Suite 303
Sarasota, Florida 34237

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

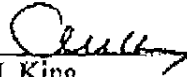
7. Director. The name and address of the initial director of the Corporation is:

Mary C. Weaver
525 Yawl Lane
Longboat Key, FL 34228

8. Incorporator. The name and address of the incorporator of the Corporation is:

Clifford M. King
2033 Main Street, Suite 303
Sarasota, Florida 34237

Dated this 9 day of June, 2005.


Clifford M. King
Incorporator and Registered Agent

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