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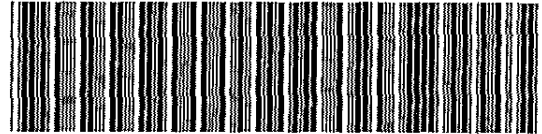
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SECRETARY OF STATE
DIVISION OF CORPORATE
05 JUN 20 PM 3:16

J. Shivers JUN 20 2005

TRANSMITTAL LETTER

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

SUBJECT: ISW Enterprises, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50.

FROM: James G. Hutchens, Jr., CPA
P.O. Box 889
Ponte Vedra Beach, FL 32004-0889
Telephone: (904) 280-1228

NOTE: Additional copy of articles is needed only when certified copy if requested.

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DIVISION OF CORPORATIONS
05 JUN 20 PM 3:16

**ARTICLES OF INCORPORATION
OF
ISW ENTERPRISES, INC.**

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

ISW Enterprises, Inc.

The principal place of business of this corporation shall be:

5482 Riverwood Rd. N.
Orangedale, Florida 32092

ARTICLE II - NATURE OF BUSINESS

The specific nature of business shall be:

Fitness Center

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares @ \$ 1.00 par value

ARTICLE IV - TERM OF EXISTANCE

The corporation is to exist perpetually.

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ARTICLE V - OFFICERS/DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected is:

President:
Isaiah White
5482 Riverwood Rd. N.
Orangedale, Florida 32092

Vice-President:
Lane Koslow
945 Center St.
Green Cove Springs, Florida 32043

Secretary/Treasurer:
Sandra Koslow
945 Center St.
Green Cove Springs, Florida 32043

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Isaiah White
5482 Riverwood Rd. N.
Orangedale, Florida 32092

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of June, 2005.

Signature of Incorporator

X [Signature] White

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged and sworn to before me this 17th day
of June, 20 05, by _____.

DAWN M. JOHNSON
Notary Public, State of Florida
My comm. expires Dec. 25, 2005
Comm. No. DD 070817

Notary Public

[Signature]

My Commission Expires:

12-25-05

(SEAL)

ARTICLES OF INCORPORATION FILING FEE: \$35.00

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, the in the State of Florida.

1. The name of the corporation is ISW Enterprises, Inc.
2. The name and street address of the registered agent and office is:

James G. Hutchens, Jr., CPA
106 Canal Blvd., Suite B
Ponte Vedra Beach, FL 32082

Signature: X

Title: _____

Date: _____

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CLERK OF STATE
DIVISION OF CORPORATION
05 JUN 20 PM 3:14

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 ALL 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: [Signature]

Date: 6/20/05

REGISTERED AGENT FILING FEE: \$35.00