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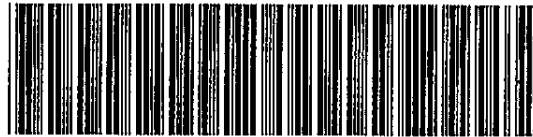
(Business Entity Name)

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J. Shivers AUG 15 2005

CONTROLLERS, Inc.

Accounting, Financial and Computer Consulting

406 North Dixie Highway Suite 4
Lake Worth, FL 33460

Tele (561) 585-7223
Fax (561) 585-7223

August 8, 2005

Florida Secretary of State
Department of Corporations
New Filing Division
P.O. Box 6327
Tallahassee, FL 32314

To Whom it May Concern:

Enclosed please find the Articles of Incorporation for Barbenders Gyms, Inc , along with a check in the amount of \$78.75 (Seventy Eight Dollars and Seventy Five Cents) for the certified corporate filing fee. Please process these articles at your earliest convenience and return them to the following address:

Controllers, Inc.
406 North Dixie Hwy, Ste #4
Lake Worth, FL 33460

Thank you in advance for your assistance.

Cordially,

Controllers, Inc.

08/10/05 01:50:20

Articles of Incorporation
of
Barbenders Gyms, Inc

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Barbenders Gyms, Inc

The address of the principal office of this corporation shall be **3546 South Ocean Blvd #209 , Palm Beach, FL 33480** , and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 (One Thousand) shares of common stock having \$1 (One Dollar) par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be **3546 South Ocean Blvd #209 , Palm Beach, FL 33480** , and the name of the initial registered agent of the corporation at that address is **Meltas Marangos** .

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Meltas Marangos President/Director
3546 South Ocean Blvd #209
Palm Beach, FL 33480

ARTICLE VII. INCORPORATOR

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

Meltas Marangos
3546 South Ocean Blvd #209
Palm Beach, FL 33480

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal this 8 day of August, 2005, for the sole purpose of forming this corporation under the laws of the State of Florida, and he hereby makes and files in the Offices of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certifies that the facts herein are true.

By: 

Meltas Marangos

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **Meltas Marangos**, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced Personally Known as identification and is known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, in the County and State aforesaid, this 8 day of August, 2005.



NOTARY PUBLIC, STATE OF FLORIDA Janett M. Saxon

My commission expires



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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:

Barbenders Gyms, Inc

2. The name and address of the registered agent and office is:

Meltas Marangos

(NAME)

3546 South Ocean Blvd #209

(P.O. BOX NOT ACCEPTABLE)

Palm Beach, FL 33480

(CITY/STATE/ZIP)

SIGNATURE

(CORPORATE OFFICER)

TITLE PRESIDENT/DIRECTOR

DATE August 8, 2005

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of all my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

DATE August 8, 2005