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SECRET OF STATE
TALLAHASSEE, FL 32311

8/31/05
SP

Mel C. Magidson Jr., P.A.

Attorney at Law

528 6th Street • Post Office Box 340 • Port St. Joe, FL 32457

Phone (850) 227-7800 • Fax (850) 227-7878

August 30, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

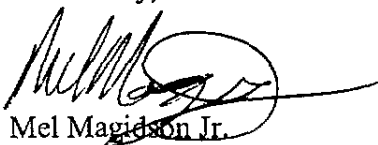
RE: Articles of Incorporation for UpTempo Sports & Fitness, Inc.

To Whom It May Concern:

Enclosed are an original and one copy of the Articles of Incorporation with the Acceptance of Registered Agent for the referenced corporation. Also enclosed is a check in the amount of \$78.75 for the filing fee and the cost of a certified copy of the Articles. Please file the document and return the certified copy to me at your earliest convenience.

Thank you for your assistance.

Yours truly,



Mel Magidson Jr.

MCM/mls
encls.

**ARTICLES OF INCORPORATION
OF
UPTEMPO SPORTS & FITNESS, INC.**

05 AUG 31 PM 4:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: UpTempo Sports & Fitness, Inc.

ARTICLE II

The street address of the principal office of the Corporation is: 704 Nautilus Drive, Port St. Joe, FL 32456.

The mailing address of the Corporation is: 317 Williams Avenue, Port St. Joe, FL 32456.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is one hundred (100), all of which shall be Common Shares.

ARTICLE IV

The initial street address of the Corporation's registered office is: 528 Sixth St., Port St. Joe, Florida, 32456. The initial registered agent for the Corporation at that address is: Mel Magidson, Jr.

ARTICLE V

The initial board of directors shall consist of four members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Names

Addresses

Lisa Verona

485 Basswood Rd.
Port St. Joe, FL 32456

Anthony Verona

485 Basswood Rd.
Port St. Joe, FL 32456

Charles Black

704 Nautilus Dr.
Port St. Joe, FL 32456

Dana Black

704 Nautilus Dr.
Port St. Joe, FL 32456

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Name

Address

Charles Black

704 Nautilus Dr.
Port St. Joe, FL 32456

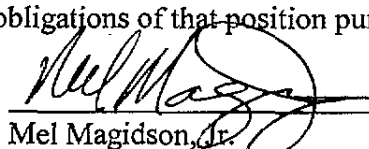
The undersigned incorporator has executed these articles of incorporation.


Charles Black
Incorporator

8/29/05
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for UpTempo Sports & Fitness, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.


Mel Magidson, Jr.
Registered Agent

8/29/05
Date