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PICK-UP WAIT MAIL

(Business Entity Name)

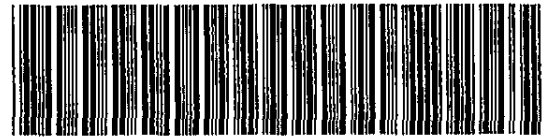
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Fit Lifestyle, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Andrew F. Garofalo
Name (Printed or typed)

11555 Heron Bay Blvd, #200
Address

Coral Springs, FL 33076
City, State & Zip

954-753-0451
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FIT LIFESTYLE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME**

The name of the Corporation ("Corporation") is **FIT LIFESTYLE, INC.**

**ARTICLE II
PURPOSE**

The Corporation is formed for the purpose of operating one or more ShapeXpress Fitness Clubs.

**ARTICLE III
TERM OF EXISTENCE**

The Corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed by the Florida Department of State.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address and mailing address of the Corporation is **4099 N.W. 73rd Way, Coral Springs, FL 33065.**

**ARTICLE V
CAPITALIZATION**

The maximum number of shares this Corporation is authorized to issue is 1,000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the Corporation's registered office is **11555 Heron Bay Blvd., Suite 200, Coral Springs, FL 33076.** The initial registered agent for the Corporation at that address is **Andrew F. Garofalo, P.A.**

**ARTICLE VII
BOARD OF DIRECTORS**

The initial board of directors shall consist of one (1) member. 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 name and address of the person who will serve on the initial board of directors is:

| NAME | ADDRESS |
|-------------|---|
| John Diehl | 4099 N.W. 73 rd Way, Coral Springs, FL 33065 |

**ARTICLE VIII
OFFICERS**

The initial officers of the Corporation shall be:

| | |
|------------|------------|
| President: | John Diehl |
| Secretary: | John Diehl |
| Treasurer: | John Diehl |

**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is: **Andrew F. Garofalo, Esq., 11555 Heron Bay Blvd., Suite 200, Coral Springs, FL 33076.**


**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

**ARTICLE XI
RESTRICTIONS ON TRANSFER**

No Common Shares or any interest in the Common Shares shall be issued, transferred or assigned without ShapeXpress, Inc.'s prior written consent.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on February 15, 2006.

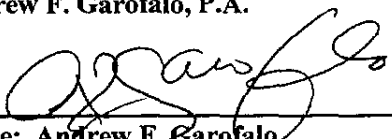


Andrew F. Garofalo, Esq.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **FIT LIFESTYLE, INC.** at the place designated in the Articles of Incorporation, 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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in F.S. Chapter 607.

Andrew F. Garofalo, P.A.

By: 
Name: Andrew F. Garofalo
Title: President

Date: February 15, 2006

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TALLAHASSEE, FLORIDA