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TALLAHASSEE, FLORIDA

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Law Offices
CHARLIE LUCKIE, JR., P.A.

38056 Meridian Avenue
Post Office Box 69
Dade City, FL 33526-0069

Charlie Luckie, Jr.

Also admitted in Georgia

Telephone: (352) 521-0817
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March 14, 2006

Department of State
Attn: Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Filing of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for CDC II Joint Ventures, Inc.

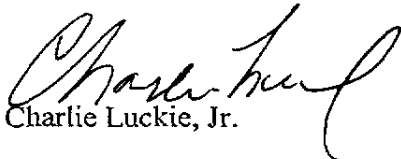
Dear Sir/Madam:

We are enclosing herewith the original and one (1) copy of the Articles of Incorporation of CDC II Joint Ventures, Inc. and the Certificate of Designation of Registered Agent/Registered Office, together with our check in the amount of \$70.00 as payment of the filing fee for said original documents.

After filing of the above documents, please return an executed copy to our client in the enclosed UPS Overnight Envelope.

Thank you for your assistance in this matter. If you have any questions, please call.

Yours very truly,



Charlie Luckie, Jr.

CLj/rle
enclosures
cc: CDC II Joint Ventures, Inc.

March 14, 2006

TO WHOM IT MAY CONCERN:

Please return the stamped copy of the Articles of Incorporation in the enclosed prepaid FedEx envelope. Thank you.

Vicki Sacks
352-567-1400

**ARTICLES OF INCORPORATION
OF
CDC II Joint Ventures, Inc.**

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

ARTICLE I

Name of Corporation

The name of this corporation is **CDC II Joint Ventures, Inc.**, and the corporate existence shall commence as of the date of the filing of these Articles of Incorporation.

ARTICLE II

Purposes

The general nature and purpose of business is to engage in a women fitness business and such other businesses as may be authorized under the laws of Florida.

ARTICLE III

Principal Office of Corporation

The street address of the principal office of the corporation is 12846 U.S. Highway 301 S., Dade City, FL 33523.

ARTICLE IV

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at \$1.00 per share par value. All common shares shall be identical to 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.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

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ARTICLE V

Duration

The corporation shall have perpetual existence.

ARTICLE VI

Registered Agent

The address of this corporation's initial registered office is:

**38056 Meridian Avenue
Dade City, FL 33523**

and the name of its initial registered agent at said address is **Charlie Luckie, Jr., Esquire.**

ARTICLE VII

Initial Officers of the Corporation

The names and addresses of the initial officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Victoria L. Sacks	39768 Meadowood Loop Zephyrhills, FL 33542	President
James F. Mace	39768 Meadowood Loop Zephyrhills, FL 33542	Vice President

ARTICLE VIII

Incorporator

The name and address of the Incorporators are as follows:

Victoria L. Sacks
39768 Meadowood Loop
Zephyrhills, FL 33542

James F. Mace
39768 Meadowood Loop
Zephyrhills, FL 33542

ARTICLE IX

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for **CDC II Joint Ventures, Inc.**, in the State of Florida, this 14th day of March, 2006.

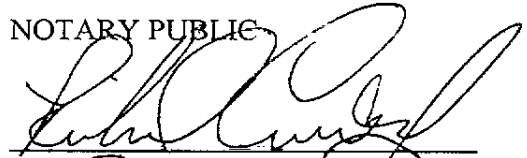

VICTORIA L. SACKS
Incorporator


JAMES F. MACE
Incorporator

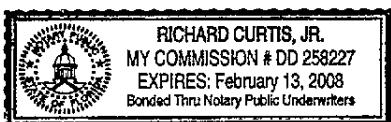
STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 14 day of March, 2006, by **VICTORIA L. SACKS**, who (☒) is personally known to me or () has produced _____ as identification.

NOTARY PUBLIC


Print: Richard Curtis, Jr.


My Commission Number is:
My Commission Expires:



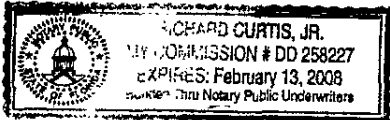
STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 14 day of March, 2006, by
JAMES F. MACE, who (☒) is personally known to me or () has produced
_____ as identification.

NOTARY PUBLIC


Print: Richard Curtis, Jr.

My Commission Number is:
My Commission Expires:



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

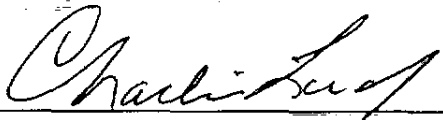
UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is **CDC II Joint Ventures, Inc.**
2. The name and address of the registered agent and office is: **Charlie Luckie, Jr., Esquire, Charlie Luckie, Jr., P.A., 38056 Meridian Avenue, Dade City, FL 33525.**

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I 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.

Dated this 14 day of March, 2006.

By:



CHARLIE LUCKIE, JR.