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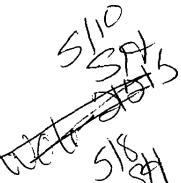


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FLORIDA DEPARTMENT OF STATE Division of Corporations

May 8, 2006

CORPORATE ACCESS, INC.

SUBJECT: FITNESS MANAGEMENT, INC.

Ref. Number: W06000021215

We have received your document for FITNESS MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Letter Number: 106A00032448

Suzanne Hawkes Document Specialist New Filing Section

ARTICLES OF INCORPORATION Of FILED OF TALL FITNESS MANAGEMENT ORLANDO, INC. FILED OF ARTICLES OF INCORPORATION OF FITNESS MANAGEMENT ORLANDO, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

FITNESS MANAGEMENT ORLANDO, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:

5600 W. Colonial, Orlando, Fl 32808

The mailing address of the corporation is:

5600 W. Colonial, Orlando, Fl 32808

ARTICLE III

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE IV

PURPOSE OR PUROSES

The general purposes for which the corporation is organized are:

- 1: To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- 2: To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE V

CAPITALIZATION

The total number of shares of stock that the corporation is authorized to issue is Two Thousand (2,000) all of which shall be Common Stock, with the par value of One Dollar (\$1.00 per share. The Common Stock shares shall be identified as identical to each other in every respect and the holder of Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

PREEMPTIVE RIGHTS

The holders of shares of the corporation shall have preemptive rights to subscribe or purchase from the corporation any shares authorized but unissued or any newly authorized shares.

ARTICLE VII

INITIAL DIRECTORS

The following individuals shall initially hold the office of Director:

1: Dan J. Barton -

Director

2. Christopher Palmer -

Director

ARTICLE VIII

INITIAL OFFICERS

The following individuals shall initially hold the following Offices:

1: Dan J. Barton

President

2: Christopher Palmer

Secretary

3: Dan J. Barton

Treasurer

ARTICLE IX

REGSISTERD OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

5600 W. Colonial, Orlando, Fl 32808
and the name of its initial registered agent at such address is:

Dan J. Barton

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Dan J. Barton 5600 W. Colonial Orlando, Fl 32808

IN WITNESS WHEREOF, the Incorporator had hereunto set his hand on March 8, 2006.

INCORPORATOR:

FITNESS MANAGEMENT, INC

By:

DAN J. BARTON, as Incorporator

CONSENT TO SERVE AS REGISTERED AGENT Of FITNESS MANAGMENT ORLANDO, INC.

Dan J. Barton hereby consents to serve as Registered Agent in the State of Florida for FITNESS MANAGEMENT INC. He understands that as agent for the corporation it will be the Agent's responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation, and immediately notify the office of the Secretary of State in the event of his resignation, or of any changes in the registered office address of the corporation for which he is Agent pursuant to F.S. 607.0501(3).

Dated: March 8, 2004

REGISTERED AGENT:

FITNESS MANAMGENT ORLANDO, INC.

Dan J. Barton

5600 W. Colonial Dr. Orlando, Fl 32808

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