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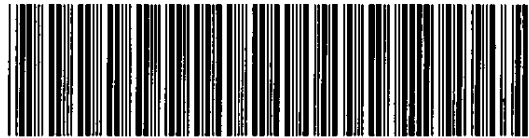
(Business Entity Name)

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06 MAY 17 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C-2.5-22

ROBERT S. SIGMAN, P.A.

Marital & Family Law
Personal Injury
Criminal Defense

ATTORNEY AND COUNSELOR AT LAW

940 N. Maitland Avenue, Maitland, Florida 32751
Telephone (407) 831-0012, Facsimile (407) 831-0940

May 15, 2006

Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: **BETTER EXERCISE, INC.**
Incorporation

Dear Sir or Madam:

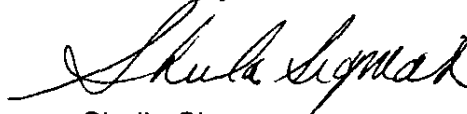
Enclosed for filing are two sets of Articles of Incorporation (an original and a copy)
of the following corporation:

BETTER EXERCISE INC.

We enclose a duplicate of the Articles for you to stamp and return along with the
proper certificate for a certified copy of the Articles. We enclose our firm check #2152 in
the amount of \$78.75 for filing fees, certified copy and registered agent designation.
Please return these documents in the self addressed stamped envelope.

Thank you for your assistance. If you have any questions, please call us.

Sincerely yours,



Sheila Sigman

RSS/ss

CC:

A:SECYSTA.LTR

ARTICLES OF INCORPORATION

OF

BETTER EXERCISE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation for profit under the General Business Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is **BETTER EXERCISE, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be: SHAYNA BROWN, with the mailing address of: 3606 N.W. 24th Blvd, Apt 209, Gainesville, FL 32605

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - RESTRICTIONS ON TRANSFER

Shares of the Corporation held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article

and which may also include the Corporation as a party.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office designated by the Corporation is: 3606 N.W. 24th Blvd, Apt 209, Gainesville, FL. 32605. The name of the initial registered agent designated by the corporation at this address is: SHAYNA BROWN, 3606 N.W. 24th Blvd, Apt 209, Gainesville, FL. 32605. The Board of Directors may from time to time move the registered office to any other address in Florida and may designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
SHAYNA BROWN	3606 N.W. 24 th Blvd Apt 209 Gainesville, FL 32605

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of Directors of this Corporation shall be two. The number of Directors may be increased or diminished from time to time by Bylaws but shall never be less than one.

B. The initial members of the Board of Directors, to hold office for the first year of existence of this Corporation, or until their successors are elected or appointed shall be:

<u>Name</u>	<u>Address</u>
SHAYNA BROWN	3606 N.W. 24 th Blvd Apt 209 Gainesville, FL. 32605

C. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the Corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE VIII - GENERAL PURPOSE AND BUSINESS

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended, including, but not limited to:

A. The operation of a an exercise studio and to enter into contracts and other agreements with businesses to provide such employees on a temporary basis.

B. To engage in any other lawful business or businesses as the corporation may deem desirable from time to time.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to repeal or amend any bylaws adopted by the Board of Directors. The shareholders also reserve the concurrent power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be amended or repealed by the Board of Directors.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE XI - OFFICERS

The bylaws of the Corporation shall provide for certain officers and the duties of all officers

and prescribe the time and manner of their election. The initial officers of the corporation shall be:

SHAYNA BROWN

President

SHAYNA BROWN

Secretary/Treasurer

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - MEETINGS

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the Corporation.

ARTICLE XIV - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives herein above stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however that the capital of the Corporation shall not be impaired thereby.

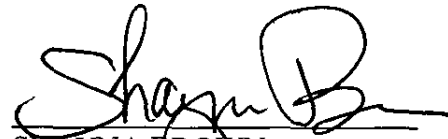
C. To enter into, for the benefit of its employees, one or more of the following:

(1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XV - AMENDMENT


The Corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of May, 2006.


SHAYNA BROWN

STATE OF FLORIDA
COUNTY OF ORANGE

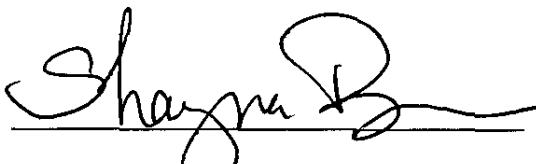
Before me personally appeared SHAYNA BROWN who is personally known to me or who produced P200 782-76-564-D as identification and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said instrument for the purposes therein expressed. Witnesseth my hand and official seal this 15th day of May 2006.


SHEILA S. SIGMAN
Notary Public
Commission No.:
My commission expires:

My Commission DD231520 Expires October 28, 2007

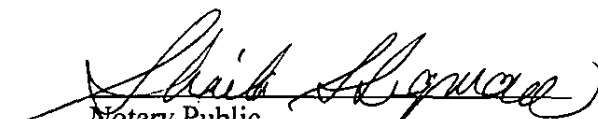
ACCEPTANCE BY REGISTERED AGENT

Having been named above as registered agent for the above referenced corporation, at the place designated in the Articles of Incorporation above, I hereby accept the appointment to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Fla. Stat.


Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of May, by SHAYNA BROWN who is personally known to me and who did take an oath.


Notary Public
Commission #0000000000 My Commission DD231520
My commission expires October 28, 2007

A:\ARTINC.FRM

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