

**Electronic Articles of Incorporation
For**

P06000102286
FILED
August 07, 2006
Sec. Of State
jshivers

SCARLETT & A, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SCARLETT & A, INC.

Article II

The principal place of business address:

1401 NW 28TH STREET
GAINESVILLE, FL. US 32605

The mailing address of the corporation is:

1401 NW 28TH STREET
GAINESVILLE, FL. US 32605

Article III

The purpose for which this corporation is organized is:

OPERATION OF A WONEN'S FITNESS CENTER OPERATING AS A CURVES
FRANCHISE.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

ALLEN KALISHMAN
1401 NW 28TH STREET
GAINESVILLE, FL. 32605

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ALLEN KALISHMAN

Article VI

The name and address of the incorporator is:

ALLEN KALISHMAN
1401 NW 28TH STREET

GAINESVILLE, FL 32605

Incorporator Signature: ALLEN KALISHMAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DORIS B KALISHMAN
1401 NW 28TH STREET
GAINESVILLE, FL. 32605

Title: VP
ALLEN KALISHMAN
1401 NW 28TH STREET
GAINESVILLE, FL. 32605

Article VIII

The effective date for this corporation shall be:

08/10/2006