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TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

B. McKnight SEP 11 2007

TRANSMITTAL LETTER

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

Subject: She Curves, Inc.

**Enclosed is the original and one (1) copy of the Articles of Incorporation
and a money order for \$70.00.**

**From:
Cheryl L. Baraniak
865 Wesson drive
Casselberry, Florida 32707
(407) 247-4494**

She Curves, Inc.

We, the undersigned, hereby associate ourselves together and make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State, of the State of Florida, for the purpose of becoming a corporation for profit under the laws of the State of Florida.

Article I.

The name of the corporation shall be:

She Curves, Inc.

Article II.

The principal place of business of the Corporation, at least initially, shall be:

**865 Wesson Drive
Casselberry, Florida 32707**

The principal mailing address of the Corporation, at least initially, shall be:

**865 Wesson Drive
Casselberry, Florida 32707**

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The Corporation shall have the power to establish branch offices and other places of business at such places within or without the State of Florida as may be determined or deemed expedient.

Article III.

The general nature of the business to be transacted by this corporation shall be as follows:

- (A) To operate a Curves For Woman franchise to promote weight loss and general health for women.
- (B) To manufacture, purchase, or otherwise acquire and to mortgage, pledge, sell, assign, and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.
- (C) To buy, sell, manufacture, repair, alter and exchange, let or hire, export, and deal in all kinds of articles and things which may be required for the purpose of any said businesses, or commonly supplied and dealt in by persons engaged in any such businesses, or which might seem capable of being profitably dealt with in connection with any of the said business.
- (D) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise sell, assign, transfer, mortgage, or otherwise dispose of the shares of capital stocks or, any bonds, securities or evidences of indebtedness, to exercise all rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, or guaranty, or in any manner whatsoever as far as the same may be permitted in the case of incorporations, organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities, or other obligations are or may be in any manner and all other acts or things for the preservation, protection, improvement or enhancement in value of such stocks, bonds, securities, or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.
- (E) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contacts of every kind; to promote and to aid in any way the formation of any corporation, domestic or foreign.

(F) To act as financial, business, and purchasing agent for domestic and foreign corporations, individuals, partnerships, associates, state governments, and other bodies.

(G) To acquire, in any manner, enjoy, utilize, hold, assign, sell, lease, mortgage or otherwise dispose of, letters of patent of The United States or of any foreign country, patents, patent rights, licenses, and privileges, inventions, improvements, and processes, copyrights, trade marks and trade names or pending applications therefor or related to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(H) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness as payable at a specific time or times, or payable upon the happening of a specific event or events, secured and/or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any part of the objects of its business; to secure the same by mortgages, or deeds of trust or pledge or other lien upon any and all of the property, rights, privileges, or franchises of the corporation, whatsoever situated, acquire or to be acquired; and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the Corporation, secured or unsecured, the right to convert the principle thereof into any preferred common stock of the corporation, now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes, and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject however, to the provisions of Article III hereof.

(I) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock of, or any such bonds secured or evidences of indebtedness created by any other corporation or corporations, and while owning said stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

(J) To purchase, sell and transfer shares of its own capital stock.

(K) To do all and everything necessary and proper for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of and of the powers enumerated in these Articles of Incorporation or any Amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects set forth in these Articles of Incorporation or any Amendment thereof.

The forgoing paragraphs shall be construed as enumerating both objects and powers of the corporations; and it is hereby expressly provided that the forgoing enumerating of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

Article IV.

The maximum numbers of shares of stock shall be ten thousand (10,000) of the par value of \$1.00 per share, all of which shall be common stock. Each of the said shares of stock entitles the holder thereof to one vote at any meeting of the stockholders. All or any part of said stock may be paid for cash, in property, in labor or in services at a fair evaluation to be fixed by the Incorporation or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

Article V.

The amount of capital with which this Corporation shall begin business in not less than one hundred (\$100.00) dollars.

Article VI.

This corporation shall have perpetual existence.

Article VII.

There shall be a Board of Directors for the Corporation, which shall consist of not less than two (2) and not more than five (5), the number of it to be fixed by the Board of Directors or by the Corporate By-laws. Each of the said Directors shall be of full age and at least one shall be a citizen of The United States. A quorum for the transaction of the business shall be a majority of the Directors qualified and active and the act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the By-laws, if any, adopted by the shareholders, the Directors may make the By-laws, and the meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders.

Article VIII.

The names and post office addresses of the members of the first Board of Directors, who, subject to these articles, the By-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until an election is held by the stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified; are:

Cheryl L. Baraniak 865 Wesson Drive Casselberry, Florida 32707

Michael L. Baraniak 865 Wesson Drive Casselberry, Florida 32707

~~Loretta R. Kitch 856 Wesson Drive Casselberry, Florida 32707~~

Article IX.

The names and addresses of each initial subscriber to these Articles of Incorporation are:

Cheryl L. Baraniak 865 Wesson Drive Casselberry, Florida 32707 100 Shares

Article X.

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and the Directors are hereby adopted as a part of these Articles of the Incorporation.

(A) The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any document or account of the Corporation, except as conferred by a statute or as authorized by the Board of Directors.

(B) No person shall be required to own, or control stock in the Corporation as a condition precedent to holding office in this Corporation.

(C) The Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of the new certificates thereof.

(D) The original incorporators of the corporation shall have the right upon its organization, to assign the delivery of their subscriptions of stocks as set forth in Article IX hereof to any other person, or to the firms of corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignments shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities, and duties entailed by said subscription, subject to the Laws of the State of Florida, and the execution of the necessary instruments of assignment.

(E) No contract or any other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Board of Directors of the Corporation is or are interested in or is a Director of the officer or are Directors or officers of any such corporation. Any Director or Directors, individually or jointly, may be a party to or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation with any person or persons, firm or corporation in the absence of fraud shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or corporations, and each and every person who shall become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may otherwise be interested. Any Director of the Corporation may vote upon any contract or transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

Article XI.

No stockholder of the Corporation shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the Corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible to carrying options or warranties to purchase stock of the Corporation authorized by this Certificate of incorporation or by any amended Certificate dully filed, may at any time be issued, option for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing stockholders.

IN WITNESS WHEREOF, we the undersigned have made and subscribed these Articles of Incorporation in Seminole County, Florida for the said purpose aforementioned.



Cheryl L. Baraniak

DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING UPON PROGRESS
MAY BE SERVED

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that She Curves, Inc. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at Seminole County, Florida has named Cheryl L. Baraniak 865 Wesson Drive Casselberry, Florida 32707 as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated Corporation, at the place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.



Cheryl L. Baraniak

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

State of Florida
County of Seminole

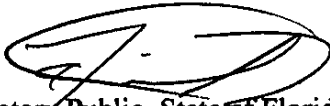
Before me, the undersigned authority, personally appeared:

Cheryl L. Baraniak

who is known to be the person described in and who subscribed the above and forgoing Articles of Incorporation; and freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the use and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Winter Springs in said County and State, This 29th day of August, 2007

Cheryl L. Baraniak



Notary Public, State of Florida At Large

