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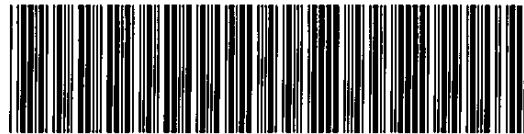
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT -1 PM 1:38

APPROVED
AND
FILED

B. McKnight OCT 02 2007

Law Offices of
Isaac L. Levy, P.A.

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September 29, 2007

Secretary of State
Division of Corporations
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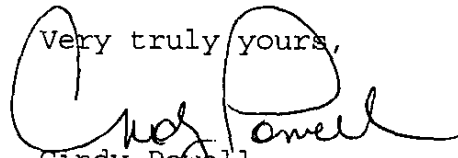
IN RE: JEM Lifestyles, Inc.

Dear Sir:

Enclosed you will find our office check in the amount of \$78.75 for filing the enclosed Articles of Incorporation.

Thank you for assistance in this regard.

Very truly yours,


Cindy Powell,
Paralegal

ARTICLES OF INCORPORATION
OF
JEM LIFESTYLES, INC.

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby presents these articles for the formation of a corporation under the laws of the State of Florida.

ARTICLES I

The name of this corporation shall be JEM LIFESTYLES, INC.

ARTICLE II

The purpose is to operate a health and fitness center together with exercise programs and any and all matters related thereto.

To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.

To generally engage in, do and perform, any enterprise, act, or vocation that a natural person might or could do or perform.

To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

To manufacture, produce, purchase, or otherwise acquire, sell, or otherwise dispose of, import, export, distribute, deal in and with, whether as principal or agent, goods, wares, merchandise, and materials of every kind and description, whether now known or hereafter to be discovered or invented.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To enter into, make, perform, and carry out contracts and agreements of

every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

To buy, sell, draw, make, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.

To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold, and reissue the shares of its capital stock.

In general, to carry on any other business in connection with the foregoing, and to have and to exercise all the powers conferred by the laws of Florida upon corporations formed under the act or acts thereto appertaining.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each share having the par value of \$.10.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$1,000.00.

ARTICLE V

The corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is 4385 Rues Landing Road, St. Augustine, FL 32092. The Board of Directors may from time to time designate such other post office address of this corporation as it may see fit.

ARTICLE VII

The number of directors shall be as provided in the By-Laws, but shall not be less than one (1) in number, nor more than ten (10); and shall be one (1) in number, until otherwise fixed or changed by the By-Laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the First Board of Directors who, subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and the laws of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

Mindy L. Milton

4385 Rues Landing Rd.
St. Augustine, FL 32092

ARTICLE IV

The Articles of Incorporation shall be effective on the date filed and accepted.

ARTICLE X

The name and post office address of each subscriber of these Articles of Incorporation are as follows:

Mindy L. Milton

4385 Rues Landing Rd.
St. Augustine, FL 32092

ARTICLE XI

The street address of the initial registered office of this corporation is 4385 Rues Landing Road, St. Augustine, FL 32092 and the initial registered agent of this corporation at that address is Mindy L. Milton.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all

the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, have hereunto set her hand and seal, this 28th day of September, 2007 for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, do make and file in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the fact herein stated are true.

Mindy L. Milton
MINDY L. MILTON

STATE OF FLORIDA
COUNTY OF Duval

Before me, personally appeared, Mindy L. Milton, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 28th day of September, 2007.

[Signature]
Notary Public, State of Florida

My Commission Expires:



Isaac L. Levy
Commission # DD530638
Expires March 26, 2010
Bonded Toy Fair - Insurance Inc. 800-386-7018

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First--That JEM LIFESTYLES, INC. desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles
of Incorporation at 4385 Rues Landing Road, City of St. Augustine, State of
Florida has named Mindy L. Milton as its agent to accept service of process
with this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the abovestated
corporation, at place designated in this certificate I hereby accept to act in
this capacity, and agree to comply with the provision of said Act relative to
keeping open said office.

Mindy L. Milton
Resident Agent

APPROVAL
AND
FILED

07 OCT -1 PM 1:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA