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FLORIDA PROFIT/NON PROFIT CORPORATION

K.T.'s Pilates, Inc.

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ARTICLES OF INCORPORATION
OF
K.T.'S PILATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of this Corporation is: K.T.'S PILATES, INC.

The mailing address of the Corporation is: 1340 CHARLESTON SQUARE DRIVE #202,
NAPLES, FLORIDA 34110.

The street address of the Corporation is: 1340 CHARLESTON SQUARE DRIVE #202,
NAPLES, FLORIDA 34110.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
POWERS**

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business, which the Board of Directors shall find, will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is C/O KELLY, PASSIDOMO & ALBA, LLP, 2390 TAMiami TRAIL NORTH, SUITE 204, NAPLES, FLORIDA 34103, and the name of its initial registered agent at such address is CHARLES M. KELLY, JR.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is/are:

NAME	ADDRESS
KATHERINE THOMPSON	1340 CHARLESTON SQUARE DR #202 NAPLES, FLORIDA 34110

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles is/are:

Name**Address**

CHARLES M. KELLY, JR.

C/O KELLY, PASSIDOMO & ALBA, LLP
2390 TAMiami TRAIL NORTH, SUITE 204
NAPLES, FLORIDA 34103**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 8th day of January, 2008.

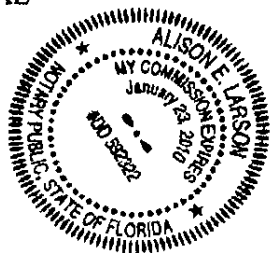

CHARLES M. KELLY, JR., Incorporator

STATE OF FLORIDA :
: SS
COUNTY OF COLLIER :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, CHARLES M. KELLY, JR., to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was not taken.

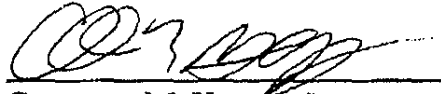
WITNESS my hand and official seal in the County and State last aforesaid this 8th day of January, A.D., 2008.

NOTARY SEAL


NOTARY SIGNATURE
Alison E. Larson
Printed Notary Signature

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the Articles of Incorporation, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



CHARLES M. KELLY, JR.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA