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TALLAHASSEE, FL 32398

FROM: EMPIRE CORPORATE KIT COMPANY
1482 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 0000

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PHONE: (305) 541-3094
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SPINNING IN PLACE STUDIO, INC.

FAX AUDIT NUMBER: H95000000938

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NASON, GILDAN, YEAGER, GERSON & WHITE, RA.

ATTORNEYS AT LAW
UNITED NATIONAL BANK TOWER
1648 PALM BEACH LANE BOULEVARD
SUITE 1200
WEST PALM BEACH, FLORIDA 33401

TELEPHONE (407) 888-3307
TELEFAX (407) 888-8442

January 24, 1995

ALAN I. ARMOUR II
HOWARD J. FALGOUT III
BART M. GERSON
HERBERT L. GILDAN
PHILLIP S. GILDAN
ELAINE JOHNSON JAMES
SUSAN FLEISCHNER KORNSPAN
DOMENICK R. LIOCE
KENNETH A. MARRA

JOHN M. McDMITT
NATHAN E. NASON
KARLA A. PASHMAN
M. RICHARD SAPIR
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

VIA FACSIMILE TRANSMISSION
(407) 820-2077

Linda Rappaport, Office Manager
Palm Beach Daily Business Review
100 S. Dixie Highway
West Palm Beach, FL 33401

Re: Spinning in Place Studio, Inc.
Our File: 4885/9664

Dear Linda:

In connection with the proposed organization of Spinning In Place Studio, Inc., enclosed please find a duly executed copy of the Articles of Incorporation. Also enclosed is a copy of our check made payable to the Daily Business Review in the amount of \$195.10, representing the filing fee, the Registered Agent fee, the fee to obtain a certified copy of the filed instrument and the remainder applied to a corporate kit and your fee for filing the document electronically.

Please file these Articles as soon as possible (please note that we have specified an effective date of January 17, 1995) and return the certified copy and corporate kit (blank pages) to the undersigned. If it is at all possible, we would like to have the corporate kit by tomorrow. Please advise if that is not a workable timeframe.

Thank you for your assistance with this matter.

Sincerely yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

Ron Burgess

Ronald A. Burgess
Corporate Paralegal

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Enclosures
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**ARTICLES OF INCORPORATION
OF
SPINNING IN PLACE STUDIO, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation pursuant to Section 607 of the Florida Corporation Act.

ARTICLE I

NAME

The name of this Corporation shall be:
SPINNING IN PLACE STUDIO, INC.

ARTICLE II

ADDRESS

The principal office and the mailing address of the corporation is:

1000 North 7th Street
West Palm Beach, FL 33462

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue Ten Thousand (10,000) shares of Common Stock having a par value of One Cent (\$.01) per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

Domenick L. Lioce
1645 PALM BCH LAKES BLVD., # 1200
W. PALM BCH., FL 33401
FL BAR NO. 78428

DOMENICK L. LIOCE, ESQ.
1645 PALM BCH LAKES BLVD, # 1200
W. PALM BCH., FL 33401
(407) 686-3307
FL BAR NO. 284556

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1545 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

The name of the initial registered agent of this Corporation at that address shall be:

Domenick R. Lioca

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws (but at no time shall there be less than one (1) director of the Corporation).

ARTICLE VI

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors

Domenick R. Lioca
KPMG, Gildan, Spager, Warren & Weiss, P.A.
1545 Palm Beach Lakes Boulevard, Suite 1200
West Palm Beach, FL 33401
FL Bar No. 366166

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shall have been duly elected or appointed and shall have qualified
are as follows:

<u>Name</u>	<u>Street Address</u>
Kevin H. Kaufman	1000 North Dixie Highway West Palm Beach, FL 33401
James R. Kastner	c/o Sandra Varellas, Esq. Varellas & Pratt 167 West Main Street Suite 1310 Lexington, KY 40507

ARTICLE VIIEFFECTIVE DATE

The effective date of the filing of these Articles of
Incorporation shall be as of January 17, 1995.

ARTICLE VIIIINCORPORATOR

The name and street address of the incorporator signing these
Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Domenick R. Lioco	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, FL 33401

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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 24th day of January, 1995.


Domenick R. Lioco, Incorporator

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Spinning In Place Studio, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Domenick R. Lioco located thereat as its registered agent to accept service of process within this State.

By: 
Domenick R. Lioco, Incorporator

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Domenick R. Lioco
Nelson, Glendon, Trapp, Nelson & White, P.A.
1645 Palm Beach Lakes Boulevard, Suite 1200
West Palm Beach, FL 33401
FL Bar No. 204754

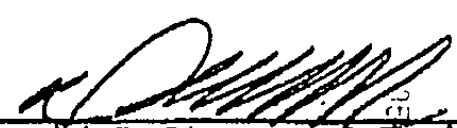
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Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:


Domenick R. Lioce, Registered Agent

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Domenick R. Lioce
1414 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, FL 33411
PL BAR No. 30436

F:\MOROCOC\DR\ADMIN\DR.ALT