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JOHNSON BLANK

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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((H95000000988)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNIGYM INDUSTRIES, INC.

FAX AUDIT NUMBER: H95000000988

DATE REQUESTED: 08/13/1995

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATIONOFUNIGYM INDUSTRIES, INC.ARTICLE I - Name and Address

The name of this corporation is UNIGYM INDUSTRIES, INC. The mailing address of the corporation is: 2054 Coronet Lane, Clearwater, Florida 34624. The address of the corporation's principal office is 2054 Coronet Lane, Clearwater, Florida 34624.

ARTICLE II - Duration

This corporation shall have perpetual existence. The corporation shall commence its existence as of September 1, 1995.

ARTICLE III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE IV - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2054 Coronet Lane, Clearwater, Florida 34624, and the name of the initial registered agent of this corporation at that address is MICHAEL A. JOHNSON.

Bruce H. Bokor, Esq.
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
Florida Bar No. 0150340

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ARTICLE VI - Incorporators

The names and addresses of the persons signing these Articles are:

<u>Name</u>	<u>Address</u>
MICHAEL A. JOHNSON	2054 Coronet Lane Clearwater, Florida 34624

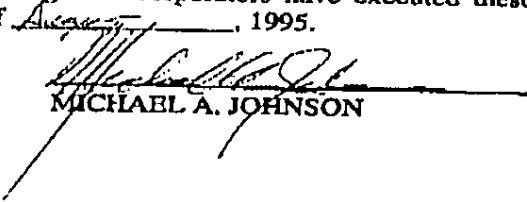
ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 12 day of August, 1995.


MICHAEL A. JOHNSON

0077092.01(cab)
(3/11/95-d1)

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, UNIGYM INDUSTRIES, INC., desiring to organize under the laws of the State of Florida, hereby designates MICHAEL A. JOHNSON, located at 2054 Coronet Lane, Clearwater, Florida 34624, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


MICHAEL A. JOHNSON

0077092.01(cab)
(8/11/95-d1)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA