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MEYER & WATTS

A PARTNER OFFICE PROFESSIONAL ASSOCIATION

LARRY K. MEYER, P.A.  
STEPHEN G. WATTS, P.A.

\*FLORIDA BAR MEMBERS CERTIFIED  
IN ESTATE PLANNING AND  
PROBATE LAW

DR. HILL PROFESSIONAL CENTER  
2001 E. DR. HILL ROAD EAST, SUITE 207  
P.O. BOX 10012  
CLEARWATER, FLORIDA 34617  
(813) 461-3232  
TELECOPIER: (813) 461-4048

Secretary of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

RE: The Florida Fitness Academy, Inc.

Dear Sir or Madam:

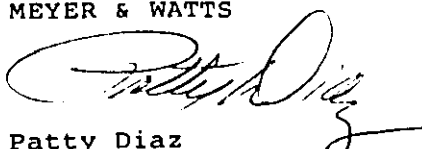
Enclosed you will find two sets of Articles of Incorporation for the above referenced corporation. Please file the same with your office at your earliest convenience.

Also enclosed you will find our check in the amount of \$ 122.50 to cover the costs.

Thank you for your attention to this matter.

Sincerely yours,

MEYER & WATTS

  
Patty Diaz  
Legal Assistant  
Enclosures

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\*\*\*\*122.50 \*\*\*\*122.50

ARTICLES OF INCORPORATION  
OF  
THE FUN & FITNESS ACADEMY, INC.

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Article I - Name

The name of the corporation is THE FUN & FITNESS ACADEMY, INC. and the principal office and mailing address is 1751 Grove Drive, Clearwater, Florida 34619.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the following purposes: the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new 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 at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1751 Grove Drive, Clearwater, Florida 34619, and the name of the initial registered agent of this corporation at that address is Jackie Barton.

Article VII - Initial Board of Directors

This corporation shall have two directors 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 names and addresses of the initial directors of this corporation are:

Jackie Barton	1751 Grove Drive Clearwater, Florida 34619
Todd Retherford	1751 Grove Drive Clearwater, Florida 34619

Article VIII - Incorporators

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

Jackie Barton	1751 Grove Drive Clearwater, Florida 34619
Todd Retherford	1751 Grove Drive Clearwater, Florida 34619

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of August, 1995.

Jackie Barton  
JACKIE BARTON  
T. R. Retherford  
TODD RETHERFORD

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Jackie Barton  
JACKIE BARTON, Registered Agent

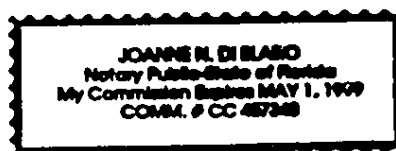
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JACKIE BARTON, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that she executed those Articles of Incorporation.

WITNESS my hand and official seal this 16 day of August, 1995.

My commission expires:

Joanne N. Di Blasio  
Notary Public  
JOANNE N. DI BLASIO  
# CC 457348



STATE OF FLORIDA  
COUNTY OF PINELLAS

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BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared TODD RETHERFORD, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal this 15<sup>th</sup> day of August, 1995.

Patricia M. Diaz  
Notary Public  
Patricia M. Diaz

My commission expires:

