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January 15, 1996

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Fit . . . For Fun, Inc.
Our File No. 95-7119

Gentlemen:

Enclosed please find Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office to be filed. Also enclosed herewith please find this firm's check in the amount of \$122.50, to cover the requisite fee for filing the above-referenced corporation. Please provide the undersigned with a certified copy of the Articles after same have been filed.

Thank you.

Very truly yours,

Stacy L. Burgett
Stacy L. Burgett

SLB/cia

Enclosures

cc: Sandra McPartland

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JAN 23 1996 BSB

FILED
96 JAN 19 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FIT ... FOR FUN, INC.

FILED

96 JAN 19 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation shall be: FIT ... FOR FUN, INC.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

887 Yorketown Drive
Rockledge, FL 32955

Article III - Term of Existence

This corporation is to exist perpetually.

Article IV - Nature of Business

The purpose of this corporation is to engage in the business of teaching gymnastics and any other business lawful under the laws of the State of Florida.

Article V - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100)

shares of no par value common stock. The consideration to be paid for each share shall be set by the shareholders. The shares of this corporation are not to be divided into classes.

Article VI - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Sandra R. McPartland
887 Yorketown Drive
Rockledge, FL 32955

Article VII - Directors


The corporation will have one (1) director initially. The number of directors may either be increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall never be less than one (1). The name and address of the initial director is:

Sandra R. McPartland
887 Yorketown Drive
Rockledge, FL 32955

The name and address of the incorporator to these Articles of Incorporation is:

Sandra R. McPartland
887 Yorketown Drive
Rockledge, FL 32955

The undersigned incorporator has executed these Articles of Incorporation this 8th day of January, 1996.


Sandra R. McPartland

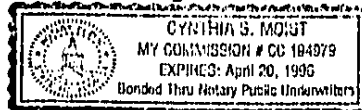
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 8th day of January, 1996, by Sandra R. McPartland, who is personally known to me or who has produced F.L. No. 117216-796-1591-830-0 as identification and who did (did not) take an oath.

Notary Public:

Cynthia S. Most
Name
State of Florida at Large (SEAL)
My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 JAN 19 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Fit . . . For Fun, Inc.
2. The name and address of the registered agent and office is:

Sandra R. McPartland
887 Yorketown Drive
Rockledge, FL 32955

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Sandra R. McPartland

Date 1-8-96