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E. Scott Golden
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FILE NUMBER

2473-1

VIA FEDERAL EXPRESS

May 20, 1996

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400001832834
-05/21/96--01125--011
***122.50 ***122.50

Re: My Baby and Me Exercise, Inc.

Gentlemen:

Enclosed are two original executed copies of Articles of Incorporation for the above-referenced corporation for filing with the Secretary of State.

Also enclosed is a check in the amount of \$122.50 to cover the filing fee and costs as follows:

Filing Articles of Incorporation	\$	70.00
Certified copy of Articles of Incorporation		<u>52.50</u>
Total	\$	122.50

Please forward one certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Sincerely yours,

E. Scott Golden
E. SCOTT GOLDEN

ESG:gc
Enclosures

5/18/96
TB

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FILED
96 MAY 21 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MY BABY AND ME EXERCISE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MY BABY AND ME EXERCISE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial registered office of this corporation is 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is E. SCOTT GOLDEN. The principal office and mailing address of the corporation is 2645 Rampart Way North, Cooper City, Florida 33026.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but never shall be less than one (1). The name and address of the initial director of this corporation is:

Corinne L. Becker
2645 Rampart Way North
Cooper City, Florida 33026

ARTICLE VII - INCORPORATOR

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

E. SCOTT GOLDEN
644 Southeast 4 Avenue
Fort Lauderdale, Florida 33301

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - 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 subscriber has executed these Articles of Incorporation this 17 day of May, 1996.



E. SCOTT GOLDEN

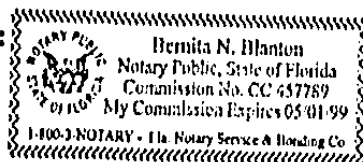
STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared E. SCOTT GOLDEN, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 17th day of May, 1996.

Bernita N. Blanton
NOTARY PUBLIC
BERNITA N. BLANTON

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

This Certificate is submitted pursuant to Section 48.05 and
607.0501, Florida Statutes, as follows:

MY BABY AND ME EXERCISE, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in its Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named E. SCOTT GOLDEN, of 644 Southeast 4th Avenue, Fort Lauderdale, Florida 33301, as its agent to receive service of process within this State.

ACKNOWLEDGMENT:

Having been named to receive Service of Process for the above named corporation at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act.



E. SCOTT GOLDEN

FILED
96 MAR 21 PM 3:16
SECRETARY OF STATE
TREASURY
FLORIDA