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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: STEP-N-OUT, INC.
FAX AUDIT NUMBER: H96000008291
DATE REQUESTED: 06/13/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:53:05
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER:

072550003653

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**ARTICLES OF INCORPORATION
OF
STEP-N-OUT, INC.**

The undersigned Incorporator to these Articles of Incorporation, a natural person, competent to contract, does hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is STEP-N-OUT, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is 495 Orange St., Palm Harbor, FL 34683.

ARTICLE III

DURATION

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

PRINCIPAL PURPOSE

This Corporation is organized for the following businesses and purposes:

1. To provide exercise equipment and training regimes under the guidance of trainers for the physical conditioning and recreation of individuals;
2. To buy, sell and otherwise negotiate negotiable instruments and choses;
3. To purchase, acquire, exchange, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, evidences of indebtedness created by any corporation or corporations organized under the laws of this State or of any other state or district, and also any bonds, notes, contracts, or other obligations of individuals, and while the owners thereof to exercise all rights, powers and privileges of ownership, including the right to vote said stock and to buy and sell personal property;
4. To lend money secured by mortgage or other security, or without security, to borrow money for the purpose of investment or for any of the purposes of this Corporation and to issue bonds, debentures stock, notes, or other obligations therefor and to secure same by pledge or mortgage of any part of its assets; or to issue bonds, debentures or debenture stock, notes or other obligations without any such security;

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5. To purchase, sell and transfer shares of its own stock;
6. To carry on any other lawful business whatsoever which may seem to the Corporation capable of being carried on in connection with any of the above or calculated directly or indirectly to promote the interests of the Corporation or to enhance the value of its holdings; and,
7. In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the General Corporations Acts of the State of Florida, and any acts amendatory thereto, and to do all other acts to the same extent as natural persons might or could do.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock authorized to be issued by this Corporation is 100 shares of capital stock with the par value of \$1.00 each, all of which shall have the same rights and privileges.

ARTICLE VI

PREEMPTIVE RIGHTS

The Shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 495 Orange St., Palm Harbor, FL 34683, and the name of the individual registered agent of this Corporation at that address is: JEAN MARIE DEFERRARI. The Corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town in this state or any other State or Country, as may be approved by its Board of Directors.

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ARTICLE VIII**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director 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. The name and address of the initial Directors of this Corporation are:

Jean Marie DeFerrari
495 Orange St.
Palm Harbor, FL 34683

ARTICLE IX**INDEMNIFICATION**

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

ARTICLE X**INCORPORATOR**

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

Jean Marie DeFerrari,
495 Orange St.
Palm Harbor, FL 34683

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of STEP-N-OUT, INC. this 6 day of June, 1996.

Jean Marie DeFerrari
JEAN MARIE DEFERRARI

STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JEAN MARIE DEFERRARI, to me personally known and known to me to be the individual described in (or who produced _____ as identification), who took an oath and who acknowledged that the instrument was freely and voluntarily executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 6 day of June, 1996.

David E. Ridgway
NOTARY PUBLIC
My Commission Expires:

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation. I am familiar with, and accept the obligations of, Section 607.0505 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Registered Agent has executed these Articles of Incorporation of STEP-N-OUT, INC. this 4th day of June, 1996.


JEAN MARIE DEFERRARI,
Registered Agent

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TALLAHASSEE, FLORIDA

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