P960000 UCC FILING & SEARCH SERVICES, INC. (Requestor's Name) 526 EAST PARK AVENUE (Address) (904) 681-6528 TALLAHASSEE FL 32301 OFFICE USE ONLY (City, State, Zip) CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Certified Copy Walk In Pick Up Time Certificate of Status

| Certificate of Good Standing
| ARTICLES ONLY | On Control of the Contro Certificate of Status Mail Out Will Wait Photocopy AIIC 2 7 1996 /NEW FILINGS Profit Certificate of FICTITIOบีร NAME NonProfit Resignation of R A, Officer/Director FICTITIOUS NAME SEARCH Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger CORP SEARCH OTHER FILINGS REGISTRATION/QUALIFICATION HOLD FOR Annual Report Foreign PICKUP BY Fictitious Name Limited Partnership **UCC SERVICES** Name Reservation Reinstatement Trademark Other Examiner's Initials

ARTICLES OF INCORPORATION

OF

P & S FITNESS, INC.

ARTICLE I.

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NAME

The name of this Corporation shall be: P & S FITNESS, INC.

ARTICLE II.

PURPOSE

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, without par value.

ARTICLE IV.

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 669 First

Avenue N, St. Petersburg, Florida; and the name of the initial registered agent of this Corporation, at that address is Jan J. Piper. The mailing address for the Corporation will be 669 First Avenue N., St. Petersburg, Florida 33701.

ARTICLE VI.

DIRECTORS

This Corporation shall have three (3) Directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than One (1).

ARTICLE VII.

INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation is:

| NAME | ADDRESS |
|------------------|--|
| Patrick H. Piper | 6223 Third Street S. St. Petersburg, FL 33705 |
| J. Scott Sugden | 1532 Eden Isle Blvd N.E. St. Petersburg, FL 33704 |
| Jan J. Piper | 6223 Third Street S. St. Petersburg, FL 33705 |

ARTICLE VIII

ARTICLE INCORPORATOR

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

| NAME | ADDRESS |
|--------------|--|
| Jan J. Piper | 6223 Third Street S. St. Petersburg, FL 33705 |

ARTICLE IX.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this <u>33</u> day of August, 1996.

Jan J. Piper

STATE OF FLORIDA

SS

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23 day of August, 1996, by JAN J. PIPER, who is personally known to me, or who has produced as identification.

Notary Public State of Florida

My commission expires:

LOTETTA J. Aldridge
MY COMMISSION # CC547622 EXPIRES
May 7, 2000
BOKOCO THEM TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

P & S FITNESS, INC. with its principal place of business at 669 First. Avenue, City of St. Petersburg, County of Pinellas, State of Florida, has named JAN J. PIPER, at 669 First Avenue N, St. Petersburg, Florida 33701 as its agent to accept service of process within Florida.

tle_____

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, 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.

Registered Agent

Date Oug 23, 1996