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TRANSMITTAL LETTER

September 5, 1996

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

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-09/19/96--01088--006
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation for the corporation stated below, and a check in the amount of \$122.50.

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

SEP 19 AM 8:09

FILED

Proposed Corporate Name

KEY FITNESS INC.

From: **James Lewis**
10 South Adams Drive, Suite D-2
Sarasota, Florida. 34236
(941) 888-1936

7.04258 SEP 20 1996

Articles of Incorporation of Key Fitness Inc.

Article I Name: Key Fitness Inc.

Article II Principal Office: Ten South Adams Drive, Suite D-2, Sarasota, Florida. 34236

Article III Capital Stock: The Corporation is authorized to have 10,000 shares of common stock with a par value of \$.01 (One cent) each.

Article IV Terms of Existence: The term for which the corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

Article V Nature of business: This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other State of the United States.

**Article VI Name & Address of Incorporator (s): James Lewis
10 South Adams Drive, Suite D-2
Sarasota, Fl. 34236**

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95 SEP 19 PM 8:09
TALLAHASSEE, FLORIDA

Article VII 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, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is:

James Lewis
10 South Adams Drive, Suite D-2
Sarasota, FL 34236

The undersigned have executed these articles of incorporation this:

5th day of September, 1996.

Signature:.....

Name: James Lewis

Title: President.

Signature:.....

Name:

Title:

Certificate of Designation Registered Agent/Registered Office

The name of the Corporation is: **Key Fitness Inc.**

The name and address of the registered agent and office is: **James Lewis
10 South Adams Drive,
Suite D-2
Sarasota, FL 34236**

Signature:.....

Title: **President.**

Date: 09.05.96

FILED
SEP 19 AM 8:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

Acceptance of appointment as
Registered Agent for

KEY FITNESS INC

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, 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.

Signature:.....

Name: **James Lewis**

Title: **President**