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Examiner's Initials

ARTICLES OF INCORPORATION

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OF

B. W. FITNESS, INC.

The undersigned subscribers to these Articles of Incorporation, being a duly incorporated Florida corporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is B.W. FITNESS, INC., and the address of the principal office is 2809 S.E. 22nd Ave., Cape Coral, Florida 33904.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Three Hundred (300) shares of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial principal office of this corporation is 2809 S.E. 22nd Ave., Cape Coral, Florida, 33904. The name of the initial registered agent of this corporation is Michael Ulino.

Having been named to accept service of process for B. W. Fitness, Inc., 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.

ACCEPTED BY:

Michael Ulino

ARTICLE VII

DIRECTORS: The number of Directors shall be Two (2) initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his or her successor is elected and has qualified are:

NAME AND ADDRESS

Michael Ulino 2809 S.E. 22nd Ave. Cape Coral, FL 33904

Harriet Davis 2809 S.E. 22nd Ave. Cape Coral, FL 33904 SUBSCRIBERS: The names and addresses of the Subscribers to these Articles of Incorporation is as follows:

NAME AND ADDRESS

SHARES

Michael Ulino 2809 S.E. 22nd Ave. Cape Coral, FL 33904

Harriet Davis 2809 S.E. 22nd Ave. Cape Coral, FL 33904

ARTICLE IX

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE X

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 Shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 22 day of November 1996.

_	a Florida corporation
Witness	BY: Muchael (Lluio (SEAL) President
Witness	BY: Warnet Davis (SEAL) Vice-President
Martine Boole Witness	BY: Namet Davis (SEAL) Secretary/Treasurer
State of Florida) County of Lee)	
The foregoing inst Odday of November personally known to me or (type of identification take an oath.	rument was acknowledged before me this , 1996, by More Daily who is has produced ation) as identification and who did
	Notary Public Name: Moncy J. Slay Laugh Certificate No. OR Serial No. 44 376078
My Commission Expires: May 30, 1998	(SEAL) NANCY J SLAYBAUGH My Commission C0376078 Explore May, 30, 1998