

GARY S. CARLETON
8085 38th Ave. North
St. Petersburg, FL 33710

Secretary of State
Division of Corporations
609 Washington Street
Tallahassee, FL 32304

9600099479

To the Division of Corporations:

Enclosed please find the articles of incorporation for Women's Fitness,
Inc. Please file these articles, and return a copy of the articles to me. I
do not need a certified copy. The filing fee of \$70.00 is enclosed.

Sincerely,


Gary S. Carleton

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
WOMEN'S FITNESS INC.

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME The name of the corporation shall be:

WOMEN'S FITNESS, INC. The address of the principal office of this corporation shall be 8085 38TH AVENUE NORTH, St. Petersburg, Florida 33710 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the state of Florida or any other state, country, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having NO par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 8085 38TH AVENUE NORTH, St. Petersburg, Florida 33710, and the name of the initial registered agent of the corporation at that address is GARY S. CARLETON.

ARTICLE V. TERM OF EXISTENCE. This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

GARY S. CARLETON; PRESIDENT/VICE-PRESIDENT/SECRETARY

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The name and street address of the incorporators to these Articles of Incorporation:

IN WITNESS WHEREOF, the undersigned agents have hereunto set their hands and seals of WOMEN'S FITNESS, INC.; on DECEMBER 6 , 1996.

By: Gary S. Carleton
GARY S. CARLETON, President/Director/Incorporator

GARY S. CARLETON, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Sy S. Carl

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