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FLORIDA DIVISION OF CORPORATIONS
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P97000001502

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073 171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305) 672-0686

FAX #: (305) 672-8000

NAME: ~~W. E. S. INC.~~ WORKOUT ON THE RUN

AUDIT NUMBER.....H96000016296

DOC TYPE.....FLORIDA ~~PROFIT~~ CORPORATION

CERT. OF STATUS. 20

PAGES..... 4

CERT. COPIES..... 0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

January 6, 1997

CORPORATE CREATIONS INTL INC.

SUBJECT: WORKOUT ON THE RUN INC.
REF: W97000000182

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

THE REGISTERED AGENT PAGE IS MISSING.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: W96000016296
Letter Number: 197A00000381

Thanks
Terri !!

H960000 16298

**Articles of Incorporation
of
Workout On The Run Inc.**

Article I. Name

The name of this Florida corporation is:
Workout On The Run Inc.

Article II. Address

The mailing address of the Corporation is:
Workout On The Run Inc.
P.O. Box 422529
Kissimmee FL 34742

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

American Incorporators, Ltd.
1220 North Market Street, Suite 808
Wilmington, DE 19801
302-421-5752

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Jim Fletcher
Marlene Fletcher

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective December 30, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on December 30, 1996.

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

H96000016296

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
302-421-5752

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:

Workout On The Run Inc.

REGISTERED AGENT:

**Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

FILED
91 JAN -7 PM 3:57
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Corporate Creations Enterprises, Inc.
Luis A. Uriarte, Vice President**

Date: December 30, 1996

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