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Reply to:

February 14, 1997

Honorable Jim Smith
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Re: Windermere 1-On-1, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Resident Agent for Windermere 1-On-1, Inc.

Also enclosed is a check for the sum of \$122.50 to cover the charter tax, filing of the Articles of Incorporation, the filing of approval of the Resident Agent, and certified copy of Certificate of Incorporation.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

Stacey R. Ferrari
7100 State Route 535
Windermere, FL 34786

Your attention to this matter is most appreciated.

Respectfully,



Kim Radcliffe

2/20/97
TB

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97 FEB 17 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WINDERMERE 1-ON-1, INC.

The undersigned, acting as an Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Windermere 1-On -1, Inc.

ARTICLE II. TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be as follows:

- (a) To provide personal fitness training ;
- (b) To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description;
- (c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies;
- (d) To sue and be sued, complain, and defend in its corporate name;
- (e) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (f) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever

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TALLAHASSEE, FLORIDA

located;

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

(h) To lend money to, and use its credit to assist, its officers and employees in accordance with law;

(i) To purchase, receive, subscribe for, or otherwise acquire: own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

(j) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts or guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(k) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(l) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(m) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(n) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(o) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(p) To transact any lawful business that will aid governmental policy;

(q) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(r) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents or its subsidiaries;

(s) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;

(t) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and

(u) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its law, and to do any or all things hereinbefore set forth to the same extent as a natural person might or could do.

ARTICLE IV. CAPITAL STOCK

Number. The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) , all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which the shareholders have the right to vote.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE V. ADDRESS

The initial street address in Florida of the initial principal office of the corporation is 7100 State Route 535, Windermere, Florida 34786, and the name and address of the initial registered agent is Stacey R. Ferrari, of 7100 State Route 535, Windermere, Florida 34786.

ARTICLE VI. DIRECTORS

The initial Board of Directors shall consist of one (1) member, who need not be a resident of Florida, or shareholder of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII. INITIAL DIRECTORS

The name and address of the person who shall serve as Director until the first annual meeting of shareholders or until the successors shall have been elected and qualified, is as follows:

NAME

ADDRESS

Stacey R. Ferrari

7100 State Route 535, Windermere, FL 34786

ARTICLE VIII. INCORPORATOR

The name and address of the initial Incorporator is as follows:

NAME

ADDRESS

Stacey R. Ferrari

7100 State Route 535, Windermere, FL 34786

ARTICLE IX. AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds/simple majority vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI. VOTING STOCK

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of his shares, to distribute them among as many candidates as he may wish. Notice must be give by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of
Incorporation on this 14th day of February, 1997.

Stacey R. Ferrari
Stacey R. Ferrari

STATE OF FLORIDA)

COUNTY OF ORANGE)

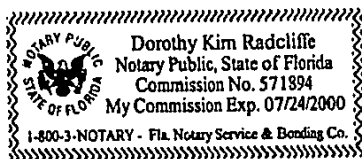
BEFORE ME, the undersigned authority, personally appeared Stacey R. Ferrari, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Orlando, in said County and State, this 14th day of February, 1997.

NOTARY PUBLIC:

Dorothy Kim Radcliffe
Print Dorothy Kim Radcliffe

My Commission Expires: 07/24/2000



CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR
WINDERMERE 1-ON-1, INC.

FILED
97 FEB 17 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

First that, Windermere 1-On-1, Inc., qualified to do business under the laws of the State of Florida, with its principal office at 7100 State Route 535, Windermere, Florida 34786, has appointed Stacey R. Ferrari, of 7100 State Route 535, Windermere, Orange County, State of Florida 34786, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Stacey R. Ferrari
Stacey R. Ferrari