

P 97000022791

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 MAR 13 AM 11:33
SECURITY DIVISION
TALLAHASSEE, FLORIDA

AL MAR 13 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAP _____

WALK-IN
Will Pick Up 3/13/97

RE: Bodies-N-motion

Fitness Center, Inc.

| | C.C. FEE. | DISBURSED |
|-----------------------------|--------------------|-------------|
| Capital Express™ | | |
| Art. of Inc. File | | |
| Corp. Record Search | | |
| Ltd. Partnership File | | |
| Foreign Corp. File | | |
| () Cert. Copy(s) | | |
| Art. of Amend. File | | |
| Dissolution/Withdrawal | | |
| C U S- | | |
| Fictitious Name File | | |
| Name Reservation | 03/13/97-01017-017 | |
| Annual Report/Reinstatement | ***\$122.50 | ***\$122.50 |
| Reg. Agent Service | | |
| Document Filing | | |
| Corporate Kit | | |
| Vehicle Search | | |
| Driving Record | | |
| Document Retrieval | | |
| UCC 1 or 3 File | | |
| UCC 11 Search | | |
| UCC 11 Retrieval | | |
| File No.'s, Copies | | |
| Courier Service | | |
| Shipping/Handling | | |
| Phone () | | |
| Top Priority | | |
| Express Mail Prep. | | |
| FAX () pgs. | | |

SUBTOTALS

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

McLin Burnsed Morrison
Johnson Newman & Roy PROFESSIONAL
ASSOCIATION
ATTORNEYS AT LAW

R. Dewey Burnsed
Christopher V. Carlyle
Stephen W. Johnson
Walter S. McLin, III
G. Michael Mahoney
Fred A. Morrison
Richard P. Newman
John R. Reid, Jr.
Steven M. Roy
Phillip S. Smith

March 12, 1997

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: Request for Certification of Incorporation for
Proposed Corporation: Bodies-N-Motion Fitness Center, Inc.

Gentlemen:

Find enclosed our firm's check in the amount of \$122.50, to cover the following fees of your office.

| | |
|------------------------------|---------|
| Filing Fee | \$35.00 |
| Certification of Charter | 52.50 |
| Registered Agent Designation | 35.00 |

We enclose an executed original and one copy of the Articles of Incorporation of this proposed corporation, with executed registered agent form thereon. Please endorse your approval on the copy, certify the same and return it to us.

Thank you for your attention to this matter.

Sincerely,


John R. Reid, Jr.

JRR:ger
Enclosures

**ARTICLES OF INCORPORATION
OF
BODIES-N-MOTION FITNESS CENTER, INC.**

FILED
97 MAR 13 AM 11:33

RECEIVED STATE
TREASURER FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is BODIES-N-MOTION FITNESS CENTER, INC.

**ARTICLE II. PRINCIPAL OFFICE OR MAILING
ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is: 101 East Main Street,
Leesburg, Florida 34748.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any one time is:

Five thousand (5,000) shares of common stock all of one class,
having a nominal or par value of ONE DOLLAR (\$1.00) per
share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 101 East Main
Street, Leesburg, Florida 34748; the name of the initial registered agent of this corporation
at that address is BOWEN LARRY COOKSEY.

ARTICLE V. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is
BOWEN LARRY COOKSEY, 101 East Main Street, Leesburg, Florida 34748.

ARTICLE VI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of March, 1997.

Bowen Larry Cooksey
Bowen Larry Cooksey, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Bowen Larry Cooksey
Name: Bowen Larry Cooksey

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this ____ day of March, 1997, by Bowen Larry Cooksey, Incorporator, who did not take an oath.

John R. Reid, Jr.
NOTARY PUBLIC - STATE OF FLORIDA
(Signature of Notary)



JOHN R. REID, JR.
(Typed name of Notary)

(Commission Number)

Personally known ____ or
Produced Identification ✓

Type of Identification
Produced: FLORIDA DL # C260-072-47-101-1