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ACCOUNT NO. : 072100000032

REFERENCE : 304366 4329904

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Patricia P. P.*

ORDER DATE : March 24, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 304366-005

400002121444--6

CUSTOMER NO: 4329904

CUSTOMER: David J. Powers, Esq
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC FILING

NAME: FUN, FITNESS AND MORE CO.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

FILED
97 MAR 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 24 AM 10:37
DIVISION OF CORPORATION

1 K.R. MAR 24 1997

ARTICLES OF INCORPORATION
OF
FUN, FITNESS AND MORE CO.

FILED
97 MAR 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Fun, Fitness and More Co., 9749 Nevada Place, Boca Raton, Florida 33434, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 9749 Nevada Place, Boca Raton, Florida 33434. The initial registered agent at that address is Brenda Cavallo.

ARTICLE VI

The Corporation shall have two (2) directors initially. The names and addresses of the first directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Brenda Cavallo	9749 Nevada Place Boca Raton, Florida 33434
John Cavallo	9749 Nevada Place Boca Raton, Florida 33434

ARTICLE VII

The name and address of the incorporator is: Brenda Cavallo, 9749 Nevada Place, Boca Raton, Florida 33434.

ARTICLE VIII

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 this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 21st day of March, 1997.

Brenda L. Cavallo
Brenda Cavallo, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First - That Fun, Fitness and More Co., desiring to organize under the laws of the State of Florida, has designated 9749 Nevada Place, Boca Raton, Florida 33434 as the place of business for the service of process within this state.

Second -- That the above corporation has named Brenda Cavallo as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 21st day of March, 1997.

Brenda L. Cavallo
Brenda Cavallo
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA