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OF COUNSEL

June 25, 1997

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*BOARD CERTIFIED IN APPELLATE PRACTICE

PERSONAL AND CONFIDENTIAL

Ms. Terri Buckley
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: Fitness Projects, Inc.

Dear Ms. Buckley:

With regard to the above-referenced corporation, enclosed are the articles of incorporation, along with an additional copy for certification. Also enclosed is this firm's check in the amount of \$122.50, in payment of the following fees:

Filing fee for the articles	\$ 35.00
Designation of and acceptance of resident agent	35.00
One certified copy of articles of incorporation	52.50
	<u>\$122.50</u>

Thank you for your assistance in this matter.

Very truly yours,

R. F. Wheeler

Richard F. Wheeler

RFW/tlp

Enclosures

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TALLAHASSEE, FLORIDA

QW 7-3-97

ARTICLES OF INCORPORATION
OF
FITNESS PROJECTS, INC.

ARTICLE I. NAME

The name of the corporation is FITNESS PROJECTS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation is 10312 Bloomingdale Avenue, Riverview, Florida 33569, and the corporation's mailing address is the same.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be only one class of stock.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10403 Tara Drive, Riverview, Florida 33569, and the name of the initial registered agent of the corporation at this address is Michael Pore.

ARTICLE V. INITIAL DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be fewer than one. The name and address of the directors of this corporation are:

Michael Pore
10403 Tara Drive
Riverview, Florida 33569

Brian Blalock
10403 Tara Drive
Riverview, Florida 33569

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ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles are:

Michael Pore
10403 Tara Drive
Riverview, Florida 33569

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation on this 24th day of June, 1997.

Michael P. Pore
Michael Pore

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of June, 1997, by Michael Pore, who is personally known to me or who has presented _____ as identification.

Thelma L. Poston
Notary Public, State of Florida
Thelma L. Poston
(Printed name of notary)
My Commission Expires: 5/15/00



ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

THE UNDERSIGNED, Michael Pore, hereby agrees to serve as Registered Agent for Fitness Projects, Inc., until further notice.



Michael Pore

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA