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THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

SECURITY STATE
TALLAHASSEE, FLORIDA

REFERENCE : 474979 81444A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 25, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 474979-005

CUSTOMER NO: 81444A

CUSTOMER: John Latshaw, Jr., Esq
PATTERSON & GREEN

Suite A
3010 S. Third Street
Jacksonville, FL 32250

DATE
7-22-97

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DOMESTIC FILING

NAME: THE BODY SHOP GYM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
THE BODY SHOP GYM, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-22-97

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: Corporate Name. The name of the corporation is THE BODY SHOP GYM, INC.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of owning, operating and managing a fitness center and/or gymnasium, and for any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 3010 South Third Street, Suite A, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is John H. Latshaw, Jr., Esquire.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 14333 Beach Boulevard, #33, Jacksonville, Florida 32250.

ARTICLE VII: Initial Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Vincent P. Pannozzo
2001 Hodges Boulevard,
Apt. 720
Jacksonville, Florida 32224

Jeffrey M. Preuss
8136 Vista Forest Drive
Roanoke, Virginia 24018-5708

Mark D. Tripp
1445 Longview Road
Roanoke, Virginia 24018

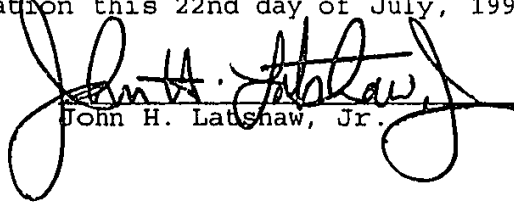
ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is John H. Latshaw, Jr., 3010 South Third Street, Suite A, Jacksonville Beach, Florida 32250.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: Corporate Reservations. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: Preemptive rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

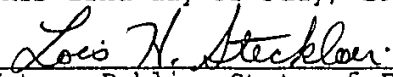
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of July, 1997.

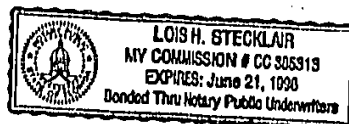

John H. Latshaw, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared John H. Latshaw, Jr., to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

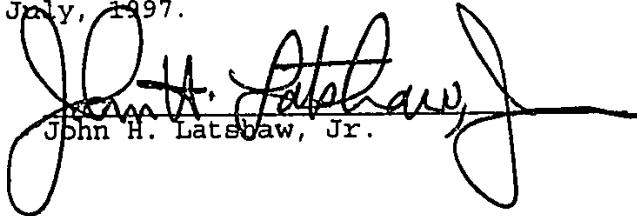
WITNESS my hand and seal this 22nd day of July, 1997.


Notary Public, State of Florida
Lois H. Stecklaier
My Commission Expires:



HAVING BEEN NAMED to accept service of process for THE BODY SHOP GYM, INC., at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 22nd day of July, 1997.


John H. Latschaw, Jr.

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