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LAW OFFICES OF  
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GAINESVILLE, FLORIDA 32609-2889

TELEPHONE (352) 373-3334

FACSIMILE (352) 370-1214

August 12, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: MAXIMUM FITNESS, INC.

900002265529--5  
-08/13/97--01040--005  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

Enclosed are the following in connection with the above-referenced corporation:

1. Original executed Articles of Incorporation; and
2. Our check in the amount of \$122.50.

Please return the Certificate and a copy of the Articles to this office after filing.

Thank you for your consideration in this matter.

Sincerely,

*Richard M. Knellinger*

Richard M. "Rick" Knellinger /ry skg

RMK:sj

Enclosures 2

cc: Joyce E. Adams

AUG 13

BSB  
STATE  
FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MAXIMUM FITNESS, INC.**

**FILED**  
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STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE I**

The name of the Corporation is MAXIMUM FITNESS, INC..

**ARTICLE II**

The duration of the corporation is perpetual.

**ARTICLE III**

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the corporation is authorized to issue is seven thousand five hundred (7,500). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

**ARTICLE V**

The street address of the initial registered office of the corporation is: 1311 N.W. 6th Avenue, Hawthorne, Florida 32640; and the name of its initial registered agent at such address is: JOYCE E. ADAMS.

## ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two (2).

The names and addresses of the persons who are to serve as the initial board of directors are: JOYCE E. ADAMS, 4726 N.E. 211th Drive, Earleton, Florida 32631, and KANDACE NICOLE ADAMS-COLLINS, 11727 S.E. 225th Drive, Hawthorne, Florida 32640.

## ARTICLE VII

The names and addresses of the incorporators are:

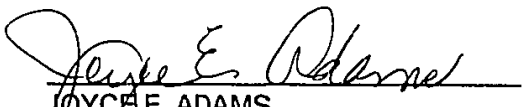
JOYCE E. ADAMS  
4726 N.E. 211th Drive  
Earleton, Florida 32631


KANDACE NICOLE ADAMS-COLLINS  
11727 S.E. 225th Drive  
Hawthorne, Florida 32640

The address of the principal place of business is:

1311 N.W. 6th Avenue  
Hawthorne, Florida 32640

Executed by the undersigned at Gainesville, Florida this 11th day of August, 1997.

  
JOYCE E. ADAMS

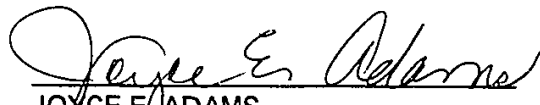
  
KANDACE NICOLE ADAMS-COLLINS

ACCEPTANCE AS REGISTERED AGENT

FILED

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I, JOYCE E. ADAMS, the undersigned, do hereby accept designation as <sup>STATE</sup> Registered Agent for the above-named corporation. <sub>DALLAS, TEXAS</sub>

  
JOYCE E. ADAMS