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10/23/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: EXERCISED DEFINED, INC.

AUDIT NUMBER.....H97000017658

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

**Exercise Defined, Inc.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: Exercise Defined, Inc.

The principal place of business of this corporation shall be:

3302 Cypress Avenue  
Suite 101  
Tampa, Fl 33607

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000 Shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: HALFAKER & ASSOCIATES, CPA  
4259 Henderson Blvd.  
Tampa, Florida 33629  
(813) 639-1120

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**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Mrs. Ceidi Garcia, President  
3302 Cypress Avenue  
Suite 101  
Tampa, Fl 33607

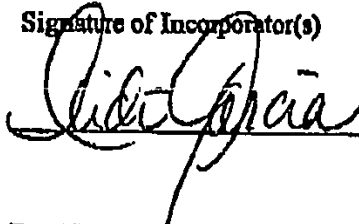
**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is ( are):

Mrs. Ceidi Garcia, President  
3302 Cypress Avenue  
Suite 101  
Tampa, Fl 33607

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 23<sup>rd</sup> day of October, 1997.

Signature of Incorporator(s)

A handwritten signature in cursive script, appearing to read "Ceidi Garcia", is written over a horizontal line. Below this line are two more empty horizontal lines.

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agents, in the State of Florida.

The name of the corporation:  
Exercise Defined, Inc.

The name and address of the registered agent and office is:

Mrs. Celdi Garcia  
3302 Cypress Avenue  
Suite 101  
Tampa, FL 33607

Signature

Title: President

Date: 10/23/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE: 10/23/97

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