

The fee for filing a profit corporation is:

\$35.00 Filing Fee
X \$35.00 Designation of Registered Agent
✓ \$52.50 Certified Copy (optional)
\$ 87.50 Certificate of Status (optional)
(Make checks payable to Department of State)

P9700094934

Mailing Address:

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 487-6052

Street Address:

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(850) 487-6052

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900002342699--3
-11/10/97--01076--006
*****52.50 *****52.50

Attached please find a check for \$52.50
and the articles of incorporation for:

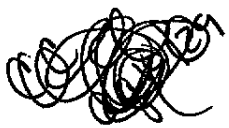
Body STOP Fitness Clubs, Inc.

900002342699--3
-11/10/97--01076--007
*****70.00 *****70.00

Once processed; please send the certified
copy to the incorporator's address:

KELLY H. BOST
561 SABAL LAKE DR, APT. #101
LONGWOOD, FL 32779

5/11/6
W97-24725



Thanks -
Kelly H. Bost



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 30, 1997

KELLY H. BOST
561 SABAL LAKE DR., APT. 101
LONGWOOD, FL 32779

SUBJECT: BODY SHOP FITNESS CLUB, INC.
Ref. Number: W97000024725

We have received your document for BODY SHOP FITNESS CLUB, INC. and check(s) totaling \$52.50. However, your check(s) and document are being returned for the following:

We are returning your check for \$52.50 to be replaced by one in the correct amount of \$70.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 797A00052749

ARTICLES OF INCORPORATION

Pursuant to Florida State Law, the undersigned individuals submit these Articles of Incorporation for the purpose of forming a corporation. If the option is available under the laws of said state the corporation elects to be treated and classified as a close corporation. Filing is pursuant to Florida Business Corporation Law as amended.

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97 NOV -5 PM 1:51

1. The name of the Corporation is: **Body Shop Fitness Club, Inc.**
2. The complete street address and county of the Corporation's initial registered office, AND the complete street address and county of the Corporation's principle office, AND the complete street address and county of the Incorporator is:

(Principle Office of Corporation)
2708 Old Highway 441, Mount Dora, FL 32757, County of Lake

(Address of Incorporator)
561 Sabal Lake Drive, Apt. #101, Longwood, FL 32779, County of Seminole

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97 NOV -5 PM 1:51

3. The person named in this article (3), are at least 18 years of age, director of the corporation, and is located at the address found in article (2) above. This person is the initial registered agent, AND the incorporator of the corporation, her name being: **Kelly H. Bost.**
4. The corporation is authorized to issue **one thousand (1000)** shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the Bylaws. Pre-emptive rights to acquire additional shares are neither limited or denied. No shares have been issued. The total number of shares proposed to be initially issued is **100**, and the total consideration to be received for those shares is **(\$100) one hundred dollars.**
5. The Corporation is organized for profit, with perpetual duration, beginning when these articles are filed. The corporation may engage in the transaction of any lawful business permitted by State Law with the primary purpose of the corporation being: **Exercise and Fitness Services.**
6. No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.
7. The names and addresses of the Board of Directors, consisting of two (2) individuals are:

Steven G. Schwarz, 37317 Chicago Avenue, Umatilla, FL 32784
Kelly H. Bost, 561 Sabal Lake Drive, Apt. #101, Longwood, FL 32779

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true. By my signature below I hereby accept designation as registered agent....

10/24/97
Date

Kelly H. Bost
Signature of Incorporator

Kelly H. Bost
Name of Incorporator