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Peter Makris  
2110 Drew Street  
Clearwater, FL 33765

100002461931--3  
-03/19/98-01038-012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

3/16/98

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

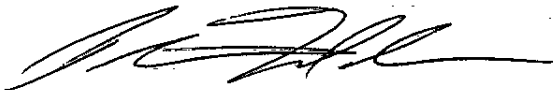
Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent / Registered Office. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation as soon as possible and return the articles back to the address below:

Peter Makris  
2110 Drew Street  
Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (813) 446-0000.

Very truly Yours,



Peter Makris

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 19 AM 8:42

RP  
03-20-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAR 19 AM 8:42

ARTICLES OF INCORPORATION  
OF  
GLOBAL HEALTH & FITNESS, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

GLOBAL HEALTH & FITNESS, INC.

The principal place of business of this corporation shall be:  
79 ARNONI DR., DUNEDIN, FLORIDA 34698. The mailing address of this corporation shall be: 79 ARNONI DR., DUNEDIN, FLORIDA 34698.

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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have one director and officer, initially. The name and street address of the initial director and officer who shall hold office for the first year of the corporation's existence, or until his successor is elected or appointed is:

Samantha A. Smith  
President

79 Arnoni Dr.  
Dunedin, Florida 34698

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

Samantha A. Smith

79 Arnoni Dr.  
Dunedin, Florida 34698

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of MARCH, 1997.

Signature of Incorporator

x Samantha A. Smith  
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 10 day of MARCH, 1997, by Samantha A. Smith of GLOBAL HEALTH & FITNESS, INC.

Notary Public

Dori A. Lindsley  
My Commission Expires: \_\_\_\_\_



DORI A. LINDSLEY  
MY COMMISSION # CC442587 EXPIRES  
April 15, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING 98 MAR 19 AM 8:43

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 agent, in the State of Florida.

1. The name of the corporation is:

GLOBAL HEALTH & FITNESS, INC.

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

Name: SAMANTHA SMITH

Address: 79 ARNONI DR.

City: DUNEDIN

State: FLORIDA Zip: 34698

SIGNATURE X

*Samantha Smith*  
(Corporate Officer)

TITLE: PRESIDENT

DATE:

3/10/98

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 X

*Samantha Smith*

DATE:

3/10/98