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ISLER & SOMBATHY, P.A.
Attorneys and Counselors at Law
Post Office Box 430
Panama City, Florida 32402-0430

May 13, 1998

Florida Department of State
Attn: New Filings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002525055-1
-05/15/98-01034-017
****122.50 ****122.50

Charles S. Isler
Julie Ann Sombathy

Re: First Ladies Curves for Women, Inc.

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation for First Ladies Curves for Women, Inc. as well as a check in the sum of \$122.50 for your fee. After filing has been completed, please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact me.

Sincerely,

Barbie Adams

Barbie Adams
Legal Assistant

/ba

Enclosures

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Downtown Office:

434 Magnolia Avenue
Panama City, FL 32401
Phone 904-769-5532
Facsimile 904-785-5852

Beach Office:

2226 Thomas Drive
Panama City Beach, FL 32408
Phone 904-233-9613
Facsimile 904-233-0632

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 AM 9:45

RP
05/18/98

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 15 AM 9:45

FIRST LADIES CURVES FOR WOMEN, INC.

The undersigned incorporator Regina M. Polselli, hereby forms FIRST LADIES CURVES FOR WOMEN, INC., hereby forms a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

1. NAME OF CORPORATION AND INITIAL ADDRESS: The name of this corporation shall be FIRST LADIES CURVES FOR WOMEN, INC. and its address is 4003 West Highway 98, Unit C, Panama City, Florida 32401.

2. TERM OF EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

3. GENERAL PURPOSE: This corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and shall have those general powers conferred upon corporations under the laws of the State of Florida.

4. CAPITAL STOCK: The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) par value of One Dollar (\$1.00) per share.

5. REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of this corporation in the State of Florida is 4003 West Highway 98, Unit C, Panama City, Florida 32401. The initial registered agent for this corporation

at its registered office is Regina M. Polselli. The Board of Directors shall have the power to establish branch offices, and to move the registered office of the corporation to any other address in Florida. The principal office of the corporation shall be 4003 West Highway 98, Unit C, Panama City, Florida 32401.


6. BOARD OF DIRECTORS: The number of directors of the initial Board of Directors of this corporation is two (2). The names and addresses of the members of the initial Board of Directors of this corporation are as follows:

- Regina M. Polselli
329 Beulah Avenue
Panama City, FL 32404
- Teresa Brooks
329 Beulah Avenue
Panama City, FL 32404

7. INCORPORATOR: The following is the name and address of the incorporator of this corporation:

Regina M. Polselli
329 Beulah Avenue
Panama City, FL 32404

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Panama City, Florida, on this 13th day of May, 1998.


Regina M. Polselli
Incorporator


**CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
FIRST LADIES CURVES FOR WOMEN, INC.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That FIRST LADIES CURVES FOR WOMEN, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Regina M. Polselli
329 Beulah Avenue
Panama City, Florida 32404

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STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Regina M. Polselli, to me known and known to me to be the person described as incorporator and who signed these Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 13th day of May, 1998.

[] Who is personally known by me.

[✓] Who produced DL 17-777-698 Pennsylvania as identification.

Charles S. Isler (Signature)

(Print Name)

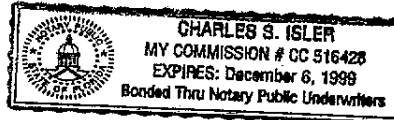
Notary Public

My Commission Expires: _____

Commission #: _____

(Notary Seal)

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