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HOLLAND KNIGHT

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HOLLAND & KNIGHT (FT. LAUDERDALE)

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NAME: BETTER YOU FITNESS, INC.

AUDIT NUMBER.....H98000012611

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
BETTER YOU FITNESS, INC.**

The undersigned, acting as incorporator of BETTER YOU FITNESS, INC., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

BETTER YOU FITNESS, INC.

ARTICLE II. ADDRESSES

The mailing address of the corporation is One East Broward Boulevard, Suite 1300, Fort Lauderdale, Florida 33301 and its principal office address is 2455 Sunrise Boulevard, Suite 1102, Fort Lauderdale, FL 33304.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

Donn Beloff, Esq./FL Bar No. 222429
Holland & Knight LLP
One East Broward Blvd., Ste. 1300
Fort Lauderdale, Florida 33301
954/525-1000

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name	Address
Thomas H. Lindsey	2455 Sunrise Boulevard, Suite 1102 Fort Lauderdale, FL 33304
Steven L. Feder	2455 Sunrise Boulevard, Suite 1102 Fort Lauderdale, FL 33304
Peter Stolz	2455 Sunrise Boulevard, Suite 1102 Fort Lauderdale, FL 33304

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Name	Address
Donn Beloff	One East Broward Boulevard, Suite 1300 Fort Lauderdale, FL 33301

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 7th day of July, 1998.


Donn Beloff, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Better You Fitness, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and acknowledges it is familiar with, and accepts, the obligations of that position.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: 

Donn Beloff, Vice President

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