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SEELEY & KARATINOS, P.A.

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Of Counsel:  
Nicholas E. Karatinos (813) 823-1550

July 20, 1998

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

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\*\*\*122.50 \*\*\*122.50

RE: CARLYN'S AEROFIT, INC.

To whom it may concern:

Enclosed please find two (2) Articles of Incorporation for the above-referenced corporation, and an Acceptance by Registered Agent, along with a check made out in the amount of \$122.50 for your fee.

Please file the articles and return the Certificates to me at the address on the letterhead of this letter. Should you have any questions, please contact me at that same address or the above telephone number.

Sincerely Yours,

*Gail Hollenbeck for*

Gregory B. Seeley  
Attorney for Incorporator  
(Signed in my absence to  
Avoid Delay in Mailing)

GBS/gh  
Enclosures  
cc: File, Client

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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1998

ARTICLES OF INCORPORATION

OF

Carlyn's AeroFit, Inc.

The undersigned incorporator, who is a Florida resident who is able to contract and desiring to form a corporation, under Chapters 607 of Florida statutes, adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be Carlyn's AeroFit, Inc.

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is to conduct any legal business.

ARTICLE III: DURATION

This corporation shall have perpetual existence.

ARTICLE IV: CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares with no par value.

ARTICLE V: REGISTERED OFFICE

The initial Registered Office of the corporation is 1146-48 94<sup>th</sup> Avenue North, St. Petersburg, FL 33702.

ARTICLE VI: REGISTERED AGENT

The initial Registered Agent of the corporation is Laura R. Dooley.

ARTICLE VII: INCORPORATORS

The name and address of the Incorporator is: Laura R. Dooley whose address is 156 17<sup>th</sup> Avenue NE, St. Petersburg, FL 33704.

ARTICLE VIII: DIRECTORS

Corporate business shall be managed by the shareholders of the corporation, rather than by a board of directors.

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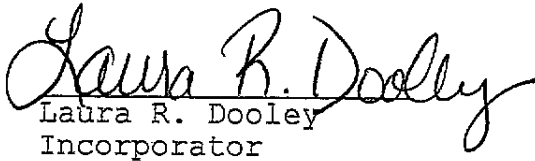
ARTICLE IX: PRINCIPAL OFFICE

The Corporations Principal office shall be 1146-48 - 94<sup>th</sup> Avenue North, St. Petersburg, Florida 33702.

ARTICLE X: PRINCIPAL PLACE OF BUSINESS

The Principal place of business shall be 1146-48 - 94<sup>th</sup> Avenue North, St. Petersburg, Florida 33702.

IN WITNESS WHEREOF the Incorporator has hereunto set her hand on this 20<sup>th</sup> day of July, 1998.

  
Laura R. Dooley  
Incorporator

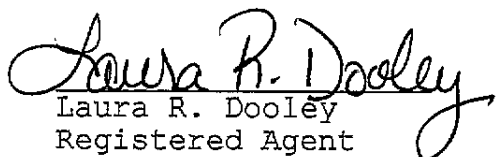
Laura R. Dooley, who has produced a driver's license as identification, appeared and signed these Articles of Incorporation on this 20 day of July, 1998.

  
Notary Public



ACCEPTANCE BY REGISTERED AGENT

Laura R. Dooley, hereby accepts the position of Registered Agent, satisfying Florida Statute Section 607.0501. Further, Laura R. Dooley understands and accepts the duties of a Registered Agent as provided in Florida Statute Section 607.0505.

  
Laura R. Dooley  
Registered Agent

Laura R. Dooley, has produced a driver's license as identification, appeared and signed this Acceptance on this 20<sup>th</sup> day of July, 1998.

  
Notary Public

 Gail Hollenbeck  
Commission # CC 741291  
Expires May 10, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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SECRETARY OF STATE  
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