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From:

Contact : RAY STORMONT  
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FITNESS PLUS INTERNATIONAL, INC.

|                       |          |
|-----------------------|----------|
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**ARTICLES OF INCORPORATION**  
**OF**  
**FITNESS PLUS INTERNATIONAL, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation and the principal place of business of the corporation shall be as follows:

**FITNESS PLUS INTERNATIONAL, INC.**  
3300 N. University Drive, Suite 510  
Coral Springs, Florida 33065

**ARTICLE II**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Prepared By:

Marvin C. Gutter, Esquire  
Gutter, Joseph & Ruffin  
100 W. Cypress Creek Road - Suite 900  
Ft. Lauderdale, FL 33309  
FL Bar #309796  
(954) 938-4555

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ARTICLE IV

The maximum number of shares of stock which the Corporation shall have authority to issue and have outstanding at any time shall be:

| <u>Number of Shares</u> | <u>Par Value<br/>Per Share</u> | <u>Class of Stock</u>       |
|-------------------------|--------------------------------|-----------------------------|
| 1,000,000               | \$0.01                         | Common Class "A" voting     |
| 100,000                 | \$0.01                         | Common Class "B" non-voting |

All of said shares of both classes shall have equal preferences, limitations, relative rights, except that the Class "B" Non-voting Shares shall have no voting rights whatsoever.

ARTICLE V

The street address of the initial registered office of the corporation shall be 3300 N. University Drive, Suite 510, Coral Springs, Florida 33065, and the initial registered agent of the corporation at that address shall be BRIAN L. HOMAN.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successors shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

| <u>Name</u>    | <u>Address</u>  |
|----------------|---|
| BRIAN L. HOMAN | 3300 N. University Drive, Suite 510<br>Coral Springs, Florida 33065 |

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

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ARTICLE VII

The name and address of the incorporator of the corporation is:

Name

Address

BRIAN L. HOMAN

3300 N. University Drive, Suite 510  
Coral Springs, Florida 33309

Executed at Fort Lauderdale, Florida on the 24<sup>th</sup> day of July, 1998.

By: \_\_\_\_\_

BRIAN L. HOMAN

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 24 day of July, 1998, by BRIAN L. HOMAN, the incorporator of FITNESS PLUS INTERNATIONAL, INC., a Florida corporation, to me personally known, or who produced \_\_\_\_\_ as identification, who did take an oath and executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 24 day of July, 1998.

Andrea H. Tan  
NOTARY PUBLIC

Name of Notary: \_\_\_\_\_

Commission No.: \_\_\_\_\_

My Commission Expires:



Andrea H. Tan  
MY COMMISSION # CC706529 EXPIRES  
January 6, 2002  
BONDED THROUGH FARM INSURANCE INC.

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of FITNESS PLUS INTERNATIONAL, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 24th day of July, 1998.

By:

  
BRIAN L. HOMAN, Registered Agent

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07/21/98

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