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August 3, 1998

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32301

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-08/10/98--01099--020
****122.50 ****122.50

Re: GSL Slender Lady

Dear Sir/Madam:

Please find enclosed the original and one copy of Articles of Incorporation for the above-captioned corporation, together with this firm's check, in the amount of \$122.50, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	<u>\$122.50</u>

Please return the certified copy of Articles of Incorporation evidencing your approval of the same after the Articles have been filed with your office.

Thank you for your courtesy and cooperation in this matter.

Yours truly,

Samuel A. Block

SAMUEL A. BLOCK

SAB/pab

Enclosures

cc: Ms. Rosemarie T. Schulman

(Signed in Mr. Block's absence to avoid delay.)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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8-13-98

**ARTICLES OF INCORPORATION
OF
GSL SLENDER LADY, INC.**

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SECRETARY OF CORPORATIONS
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ARTICLE I

The name of the proposed corporation shall be **GSL SLENDER LADY, INC.**

ARTICLE II

The general nature of the business and the objectives and purposes proposed to be transacted and carried on are: to own, operate and manage a weight, health and fitness company, and to do any and all things herein mentioned, as fully, and to the same extent as natural persons might or could do, and all related activities, to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced, to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated, to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets, to lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes, to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof, to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income, to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, to conduct its business, carry on its operations,

and have offices and exercise the powers granted by this act within or without this state, to elect or appoint officers and agents of the corporation and define their duties and fix their compensation. To make and alter Bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation, to make donations for the public welfare or for charitable, scientific or educational purposes, to transact any lawful business which the board of directors shall find will be in aid of governmental policy, to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plan for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries, to be a promoter, incorporator, partner, members, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise, to have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share and which shall be issued as fully paid and non-assessable. The purchase price for all such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the stockholder at a meeting called for that purpose.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The street address of the initial registered office of the corporation is 3341 Cardinal Drive, Vero Beach, Florida, 32963, and the name of the initial registered agent of the corporation at that address is Rosemarie T. Schulman.

ARTICLE VI

The principal place of business of the corporation is to be 3341 Cardinal Drive, Vero Beach, Florida, 32963, with the privilege of having branch offices at other places within or without the State of Florida as may be designated.

ARTICLE VII

Pursuant to Chapter 607, Florida Statutes, the stockholder of the corporation shall be the sole officer of the corporation, to wit: President/Secretary/Treasurer, authorized to conduct all business of the corporation.

ARTICLE VIII

The business of this corporation shall be managed by the stockholder of the corporation and not by a Board of Directors.

ARTICLE IX

The name and street address of the sole subscriber of this certificate of Articles of Incorporation and the number of shares of stock which she agrees to take are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>
ROSEMARIE T. SCHULMAN	500

ARTICLE X

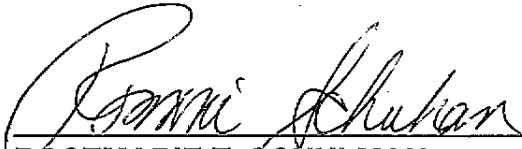
In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon the sole stockholder and officer are subject to this reserved power.

IN WITNESS OF THE FOREGOING, the undersigned, being the sole original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of

Florida law, does hereby make, subscribe, acknowledge and file this certificate declaring and certifying that the facts herein stated are true and does hereby agree to take the number of shares of stock hereinbefore set forth and state, and, accordingly, have hereunto set my hand and seal at Vero Beach, Indian River County, Florida, this 3rd day of August, 1998.


ROSEMARIE T. SCHULMAN

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process for the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ROSEMARIE T. SCHULMAN

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BE IT REMEMBERED that on this 3rd day of August, 1998, personally appeared before me, a Notary Public of the State of Florida, **ROSEMARIE T. SCHULMAN**, party to the foregoing certificate of Articles of Incorporation, and known to me personally as such, who acknowledged the said Certificate to be her act and deed for the purpose of becoming a corporation under the laws of the State of Florida, and that the facts therein stated are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at Vero Beach, Indian River County, Florida, on the day of year first above written.



Patti A. Bachman
MY COMMISSION # CC553058 EXPIRES
June 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Patti A. Bachman

Notary Public, State of Florida
PATTI A. BACHMAN

Printed Name of Notary
My Commission Expires: