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JANA ANDREWS & ASSOCIATES

PROFESSIONAL ASSOCIATION  
ATTORNEY AT LAW

2807 W. BUSCH BOULEVARD  
SUITE 202  
TAMPA, FLORIDA 33618

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October 1, 1998

via Federal Express

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

300002654193-5  
-10/02/98-01039-014  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Incorporation of MANCI FITNESS CORPORATION

Dear Sir or Madam:

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to the address contained on this letterhead;
2. An original and one copy of the Certificate Designating Registered Agent; and
3. Check made payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

a. Filing Fee	\$35.00
b. Certified Copy	52.50
c. Registered Agent Designation	35.00
Total:	\$122.50

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Jana Andrews

JA/vr  
Enclosures

FILED  
98 OCT -2 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-10/5/98

**ARTICLES OF INCORPORATION**  
**OF**  
**MANCI FITNESS CORPORATION**

**FILED**  
98 OCT -2 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of the Corporation is MANCI FITNESS CORPORATION. The address of the Corporation is 2930 Folklore Drive, Valrico, Florida 33594.

**ARTICLE II**  
**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized for the following purposes: to conduct and administer fitness and wellness activities for women; to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

**ARTICLE V  
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 2807 W. Busch Boulevard, Suite 202, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is JANA ANDREWS.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of the Corporation are:

Samuel L. Manci	Linda L. Manci
2930 Folklore Drive	2930 Folklore Drive
Valrico, Florida 33594	Valrico, Florida 33594

**ARTICLE VIII  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:  
JANA ANDREWS, 2807 W. Busch Boulevard, Suite 202, Tampa, Florida 33618.

**ARTICLE IX  
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

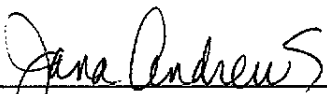
**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI  
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of October, 1998.

  
\_\_\_\_\_  
JANA ANDREWS  
INCORPORATOR AND SUBSCRIBER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JANA ANDREWS known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION of MANCI FITNESS CORPORATION and she acknowledged before me that she executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of October, 1998.

*Vicki Rima*

NOTARY PUBLIC, STATE OF FLORIDA

Print Name: VICKI RIMA

My Commission Expires:



Vicki Rima  
MY COMMISSION # CC699691 EXPIRES  
December 2, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

## CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That MANCI FITNESS CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2930 Folklore Drive, Valrico, Florida 33594, has named JANA ANDREWS, located at 2807 W. Busch Boulevard, Suite 202, Tampa, Florida 33618, County of Hillsborough, State of Florida as its agent to accept service of process within this state.

### ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

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

*Jana Andrews*  
JANA ANDREWS  
REGISTERED AGENT

Date: October 1, 1998

**FILED**  
98 OCT -2 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA