

O'NEILL & O'NEILL SERVICES  
ACCOUNTING, TAX RETURNS & RELATED SERVICES  
P. O. BOX 50975  
JACKSONVILLE BEACH, FL 32240-0975  
904 - 249-3100 PHONE  
904-249-2111 FAX

October 22, 1998

100002673131--4  
-10/27/98--01031--007  
\*\*\*\*122.50 \*\*\*\*\*78.75

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

Re: BREAK'N A SWEAT, Inc.

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$ 122.50.

Please file the Articles and certify and return the copy to us at your earliest convenience.

Thank you,

*Karen B. O'Neill*

Karen B. O'Neill, President  
O'Neill & O'Neill Services, Inc.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 27 AM 8:47

*Deborah J. Arsenault*  
DEBORAH J. ARSENAULT, SECRE/TREASURER  
BREAK'N A SWEAT, INC.

KBO/bje  
Enclosures  
cc. BREAK'N A SWEAT, INC.

## ARTICLES OF INCORPORATION

### ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: BREAK'N A SWEAT, INC., with initial principal offices located at 524 3rd Street South # 203, Jacksonville Beach, FL 32250.

### ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

### ARTICLE III - PURPOSE

This corporation is organized for the purpose of retail sales or of engaging in any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredth dollars (\$1.00) per share, which shall be designated as "Common Shares".

### ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 name and address of the initial registered agent of this corporation is: Deborah J. Arsenault of 1908 Oak Circle, Atlantic Beach, FL 32233.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

### ARTICLE VII - TAXING STRUCTURE OF CORPORATION

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

### ARTICLE VIII - CORPORATE DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five.

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The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
Deborah J. Arsenault	1908 Oak Circle Atlantic Bch, FL 32233
Marc Theriault	315 Pheasant Run Ponte Vedra Bch, FL 32082
Linda Christy	1431 10th Street North Jacksonville Bch, FL 32250

#### ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is: ...

NAME	ADDRESS
Deborah J. Arsenault Secretary/Treasurer	1908 Oak Circle Atlantic Bch, FL 32233
Marc Theriault President	315 Pheasant Run Ponte Vedra Bch, FL 32082
Linda Christy Vice-President	1431 10th Street North Jacksonville Bch, FL 32250

#### ARTICLE X - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Deborah J. Arsenault Secretary/Treasurer	1908 Oak Circle Atlantic Bch, FL 32233


#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed  
these Articles of Incorporation on the 22 day of October 1998.

  
\_\_\_\_\_  
SIGNATURE OF INCORPORATOR  
Deborah J. Arsenault

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that BREAK'N A SWEAT, INC. desiring to qualify under the laws of the State of Florida, with its principal offices located at 524 3rd Street South # 203, Jacksonville Beach, FL 32250, has named Deborah J. Arsenault of 1908 Oak Circle, Atlantic Beach, FL 32233, as its agent to accept service of process within the State of Florida.

Dated: October 22, 1998

BREAK'N A SWEAT, INC.

BY: Deborah J. Arsenault  
DEBORAH J. ARSENAULT, Secre/Treas

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A C C E P T A N C E

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

Deborah J. Arsenault  
Deborah J. Arsenault, Registered  
Agent for BREAK'N A SWEAT, Inc.