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LAW OFFICES OF
MITCHELL E. ALBAUGH, P.A.

Attorney At Law

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November 19, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: BASTIEN ENTERPRISES, INC.
A Florida Corporation

Dear Sir or Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 (\$35.00 for Filing and \$35.00 for Designation of the Registered Agent).

From: Mitchell E. Albaugh, Esquire
MITCHELL E. ALBAUGH, P.A.
10312 Bloomingdale Avenue
Suite A-2
Riverview, Florida 33569
(813) 628-4996

Thank you for your cooperation in this regard.

Very truly yours,


Mitchell E. Albaugh

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ENCLOSURES

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**ARTICLES OF INCORPORATION
OF
BASTIEN ENTERPRISES, INC.**

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE 1.

The name of this corporation shall be:

BASTIEN ENTERPRISES, INC.

ARTICLE 2.

The physical and mailing address of the principal office of the corporation is:

***2727 West Fletcher Avenue, #3-A
Tampa, Florida 33618***

ARTICLE 3.

The effective date of this corporation shall January 1, 1999, at which time it shall commence existence. The corporation shall have perpetual existence thereafter.

ARTICLE 4.

The general nature of the business and objectives and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business, and specifically to own and operate fitness centers.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

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;

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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 *Chapter 607.141, 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 of, 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 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 of 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;

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 plans 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, member, associate, or manager

of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary and convenient to effect its purposes; and

To indemnify any person who by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation to the full extent as permitted by *Chapter 607.014, Florida Statutes*.

ARTICLE 5.

The aggregate number of shares which this corporation shall have authority to issue is the total sum of one thousand (1000) shares, having an individual par value of one dollars (\$1.00) per share. The capital stock of this corporation may, at any time, be increased or decreased as provided by the laws of the State of Florida.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE 6.

The names and addresses of the initial Board of Directors, who, unless otherwise provided in the bylaws, shall serve for the first year of existence of the corporation, or until their successors are elected and have qualified, are:

Troy S. Bastien
2727 West Fletcher Avenue
Apartment #3-A
Tampa, Florida 33618

ARTICLE 7.

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

ARTICLE 8.

The name and address of the incorporator executing these Articles of Incorporation is:

*Troy S. Bastien
2727 West Fletcher Avenue, #3-A
Tampa, Florida 33618*

ARTICLE 9.

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Mitchell E. Albaugh
10312 Bloomingdale Avenue, Suite A-2
Riverview, Florida 33569

ARTICLE 10.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 17th day of November, 1998.




TROY S. BASTIEN

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county aforesaid, appeared *TROY S. BASTIEN*, who is personally known to me or who has produced Wisconsin DL as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 19th day of November, 1998.



MITCHELL E. ALBAUGH
NOTARY PUBLIC-STATE OF FLORIDA



MITCHELL E. ALBAUGH
MY COMMISSION # CC480103 EXPIRES
July 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

(Seal)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of *Chapter 607.0501, Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office in the State of Florida:

1. The name of the corporation is:

BASTIEN ENTERPRISES, INC.

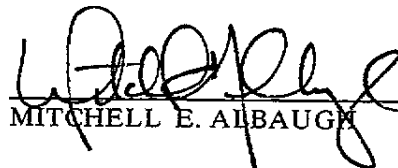
2. The name and address of the registered agent/office is:

Mitchell E. Albaugh
10312 Bloomingdale Avenue, Suite A-2
Riverview, Florida 33569


TROY S. BASTIEN

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Having been named as Registered Agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


MITCHELL E. ALBAUGH