

P99000019313

February 24, 1999

Keith D. Riley
Heart & Soul Fitness, Incorporated
2940-D S. Rio Grande Ave
Orlando, Florida 32805

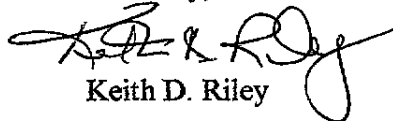
Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****131.25 ****87.50

To whom it may concern:

I mailed my corporation documents yesterday and made the mistake of not enclosing the filing fees. Please forgive my oversight. I check for the fee is enclosed. Thank you for your cooperation and understanding.

Sincerely,


Keith D. Riley

Keith D. Riley
Name (printed or typed)

2940-D S. Rio Grande Ave
Address

Orlando, FL 32805
City, State & Zip

(407) 222-3256
Daytime Telephone Number

RECEIVED
TALLAHASSEE, FLORIDA
DEPT. OF STATE

99 MAR -2 AM 9:35

FILED

W99000004657

B. BROCK MAR 2 1999

Articles of Incorporation

1. The name of the corporation shall be:

Heart & Soul Fitness, Incorporated

2. The principal place of business and mailing address of the corporation is:

2940-D S. RIO GRANDE AVE
ORLANDO, FL 32805

3. The corporation shall have the authority to issue
- 1,000,000
- shares of stock.

4. The registered agent of the corporation is
- KEITH D. RILEY
- and the registered street address is
- 2940-D S. RIO GRANDE AVE Orlando, Florida 32805
- .

5. The initial Board of Directors shall have
- 2
- member(s) whose name(s) and address(es) is/are as follows:
- KEITH D. RILEY 2940-D S. RIO GRANDE AVE Orlando, Florida 32805 / HIRONI Y. RILEY 2940-D S. RIO GRANDE AVE Orlando, FL 32805

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is
- KEITH D. RILEY
- whose street address is
- 2940-D S. RIO GRANDE AVE Orlando, FL 32805

Dated 2/23/99

Keith D. Riley
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated 2/23/99

Keith D. Riley
Registered Agent
DL# R400-504-66-082-0

Sharon D Somner
My Commission CC684991
Expires September 08, 2001

Sharon D Somner

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99 MAR -2 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA