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Florida Department of State
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Account Name : FLORIDA INCORPORATORS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

HealthTrac Fitness Professionals, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**Articles Of Incorporation
Of**

Health Trac Fitness Professionals, Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Health Trac Fitness Professionals, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 661-8503

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is TEN THOUSAND (10,000) SHARES of capital stock, \$.01 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Yvonne Stephens
149 Sea Island Drive
Ponte Vedra, FL 32082

Mark Gruszecki
7511 Fawn Lake Drive S.
Jacksonville, FL 32256

SEVENTH: The name and address of the incorporator is:

Yvonne Stephens
149 Sea Island Drive
Ponte Vedra, FL 32082

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EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Yvonne Stephens
149 Sea Island Drive
Ponte Vedra, FL 32082

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

Health Trac Fitness Professionals, Inc.
9838 Old Baymeadows Rd. Ste. 321
Jacksonville, FL 32256

DATED: March 17, 1999



YVONNE STEPHENS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.



YVONNE STEPHENS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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