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Crowe & McDuffie, Accountants

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Bretnieu, Florida 32536-2737

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March 12, 1999

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Honorable Katherine Harris
Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0001

Re: Articles of Incorporation
The Body Depot, Inc.

Dear Ms. Harris:

Enclosed is the original and one copy of the Articles of Incorporation of The Body Depot, Inc. A check in the amount of \$122.50 is also enclosed for the cost of filing.

Thank you for your courtesy in this matter.

Sincerely,

Michael S. McDuffie
Michael S. McDuffie

TLC/bl
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 AM 8:37

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W.S.M.

ARTICLES OF INCORPORATION
OF
THE BODY DEPOT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

NAME: The name of this corporation is THE BODY DEPOT, INC. and the principal place of business shall be at 1078 S. Ferdon Blvd., Crestview, Florida 32536.

ARTICLE II.

DURATION: The corporation shall exist perpetually.

ARTICLE III.

PURPOSE: The purpose or purposes for which this corporation is organized is to engage in a fitness center or any activity or business permitted under the laws of the United States and the State of Florida. This shall be a general purpose corporation. Its goals and purposes shall be determined by its directors. The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes. Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient to corporate purposes, and to do all things authorized by the State of Florida.

ARTICLE IV.

CAPITAL STOCK: The amount of capital stock authorized by

the corporation shall be one thousand (1000) shares of common stock with a par value of one (\$1.00) Dollar per share. The whole or any part of the capital stock of this corporation shall be payable in cash, or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V.

INITIAL CAPITAL: The amount of capital stock with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI.

SHAREHOLDER'S RIGHTS: Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII.

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as maybe done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

INITIAL REGISTERED OFFICE: The street address of the initial registered office of this corporation in the State of Florida is 1078 South Ferdon Blvd., Crestview, Florida, 32536. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE IX.

INITIAL REGISTERED AGENT: The initial registered agent of this corporation is Anita Kelley-Dukes, whose address is 915 Sioux Circle, Crestview, Florida 32536.

ARTICLE X.

INITIAL DIRECTORS AND OFFICERS: This corporation shall have ONE (1) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial Directors and Officers are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
Anita Kelley-Dukes	915 Sioux Circle Crestview, FL 32536	President/Director
Ronald E. Panucci	2824 Lake Silver Rd. Crestview, FL 32536	Vice President
Ronda L. Panucci	2824 Lake Silver Rd. Crestview, FL 32536	Secretary
Royce D. Dukes	915 Sioux Circle Crestview, FL 32536	Treasurer

ARTICLE XI.

INCORPORATION: The name and address of the incorporator signing these Articles of Incorporation is Anita Kelley-Dukes, whose address is 915 Sioux Circle, Crestview, Florida 32536.

ARTICLE XII.

CUMULATIVE VOTING: At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the

same principle among any number of such candidates.

ARTICLE XIII.

BY-LAWS: The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIV:

SECTION 1244 STOCK: It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XV:

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the shareholders and approved at shareholders' meetings by a majority of the shareholders entitled to vote thereon.


ANITA KELLEY-DUKES

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:

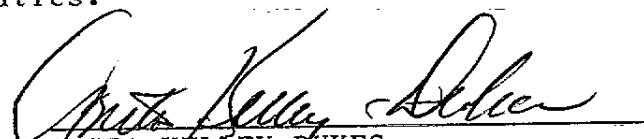
First that THE BODY DEPOT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1078 South Ferdon Blvd., Crestview, Florida 32536, has named ANITA KELLEY-DUKES, as its agent to accept service of process within Florida.

Dated this 16th day of March, 1999.


ANITA KELLEY-DUKES

ACKNOWLEDGMENT

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


ANITA KELLEY-DUKES

FILED
SECRETARY OF STATE
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