

The Law Office of

Jeffrey Evan Cosnow, Chartered

Jeffrey E. Cosnow
Attorney at Law

P99000036502

April 16, 1999

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

600002843976--2
-04/19/99--01111--006
****122.50 *****78.75

RE: The Linda Dutcher Company

Dear Sir or Madam,

Enclosed please find an original and one copy of the Articles of Incorporation and the original and one copy of the Certificate of Designating Registered Agent, Naming Agent Upon Whom Process may be Served and Acceptance of Agent Upon Whom Process May be Served, for the above named corporation.

Further enclosed please find a check in the amount of \$122.50 which represents the following fees:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy in the enclosed, self-addressed envelope.

Thank you for your cooperation and assistance in this matter. If you have any questions, or if you need additional information, please call.

Sincerely,


Jeffrey E. Cosnow

JEC/tph
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 19 AM 8:22

APR 22 1999

**ARTICLES OF INCORPORATION OF
THE LINDA DUTCHER COMPANY**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is THE LINDA DUTCHER COMPANY

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

This corporation is organized for the purpose of providing exercise services and instruction and lawful purposes for which a corporation may be incorporated under the Florida Business Corporation Act, Chapter 607.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 100 shares of no par value common stock.

**ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 19 AM 8:22

ARTICLE SIX STOCK TRANSFER RESTRICTIONS

No transfer of stock shall be valid, until ten days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During such ten days, the corporation shall have the option to buy at the price set by seller any shares of outstanding stock, before its owner or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares, or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option, for an additional ten days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. In the event a dispute exists between the shareholders and the corporation in regards to the fair market value of the shares, the fair market value will be determined by binding arbitration. In no event may the shares be sold to a third party without the written consent of the Board of Directors. However, the Board of Directors may not unreasonably refuse to allow the sale of shares to a third party.

ARTICLE SEVEN TRANSFER EXCEPTIONS

Notwithstanding anything herein to the contrary, any shareholder may at any time during such shareholder's lifetime transfer any of such shareholder's share in the company to his or her spouse, father or mother, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of such minor children) or to the trustee or trustees under any trust created during his or her lifetime for the benefit of the shareholder, his or her spouse, father or mother, or children. However, the

spouse, father, mother, children or trustee shall agree in writing prior to such transfer to become a party to and be bound by all the terms and conditions of the agreement which provides for the corporation's option to purchase shares before sale to other stockholders or third persons, just as if they were original parties to such agreement.

**ARTICLE EIGHT
REGISTERED OFFICE-PRINCIPAL PLACE OF BUSINESS**

The street address of the initial registered office, and principal place of business of the corporation is 1732 Patricia Avenue, Dunedin, FL 34698

The name of the initial registered agent is Linda Dutcher whose address is 1732 Patricia Avenue, Dunedin, FL 34698.

**ARTICLE NINE
DIRECTORS**

The initial board of directors of the corporation shall consists of two members. The names and addresses of the first board of directors are:

<u>Name</u>	<u>Address</u>
Linda Dutcher	1732 Patricia Avenue Dunedin, FL 34698

**ARTICLE TEN
INCORPORATOR**

Linda Dutcher	1732 Patricia Avenue Dunedin, FL 34698
---------------	---

**ARTICLE ELEVEN
OFFICERS**

The name, address, and title of the first officers are:

Name

Address

Linda Dutcher
President and
Secretary Treasurer

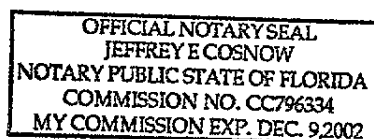
1732 Patricia Avenue
Dunedin, FL 34698

Linda Dutcher
Linda Dutcher
Incorporator

**STATE OF FLORIDA
COUNTY OF PINELLAS**

On this 7th day of April 1999, before me, the undersigned officer, personally appeared Linda Dutcher who is personally known to me, and whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes contained therein.

Jeffrey E. Cosnow
Jeffrey E. Cosnow Notary Public
My Commission Expires:



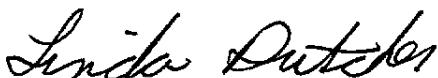
To: The Department of State
Tallahassee, Florida 32304

Certificate Designating Place of Business or Domicile For the Service of Process Within
Florida, Naming Agent Upon Whom Process May be Served.

In compliance with Section 607.0501 of the Florida Business Corporation Act, the
following is submitted:

THE LINDA DUTCHER COMPANY with its place of business at 1732 Patricia Avenue,
Dunedin, FL has named Linda Dutcher of 1732 Patricia Avenue, Dunedin, FL 34698 as its
agent to accept service of process within Florida.

DATED this 7 Day of April 1999.

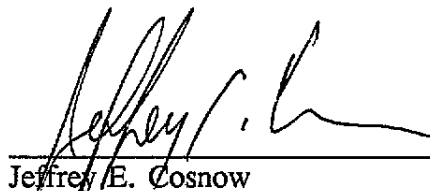


Linda Dutcher
Incorporator/President

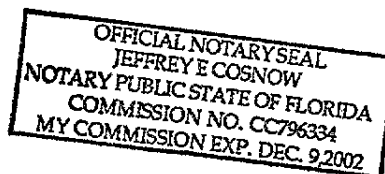
**STATE OF FLORIDA
COUNTY OF PINELLAS**

I certify that on this date before me, an officer duly authorized in the state and county
named above to take acknowledgments, personally appeared Linda Dutcher as incorporator of
THE LINDA DUTCHER COMPANY a corporation organized under the laws of Florida. She
acknowledged before me that he executed the foregoing instrument as incorporator in the name
and on behalf of the corporation. She is personally know to me.

Dated this 7th Day of April, 1999.



Jeffrey E. Cosnow
Notary Public/Commission Expires



Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity.

Dated by me at Palm Harbor, Florida on the 7 day of April 1999.

Linda Dutcher
Linda Dutcher

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 APR 19 AM 8:22