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Anthony J. Comparetto, Esq.

Attorney at Law

Anthony J. Comparetto, Esq.

Stephen C Schroeder, Esq.

- Of Counsel

LOCATIONS:

St. Petersburg

Tampa

phone (727) 328-7900

April 15, 1999

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

RE: MILLENNIUM FITNESS Challenge, Inc

Dear Sir/Madam:

Enclosed herewith please find Articles of Incorporation
be filed in reference to the above. I have enclosed a check in
the amount of Seventy Dollars (\$70.00) for the filing fee.

Should you have any questions regarding this matter, feel
free to contact our office.

Sincerely,


Theresa C. Comparetto
Legal Assistant

Enc. Ck

200002843792--7

-04/19/99-01083-019

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

FILED
99 MAY -5 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB-29
55-4
ms



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 20, 1999

ANTHONY J. COMPARETTO, ESQ.
5340 CENTRAL AVE.
ST. PETERSBURG, FL 33707

SUBJECT: MILLENNIUM FITNESS, INC.
Ref. Number: W99000009364

We have received your document for MILLENNIUM FITNESS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 399A00020465

FILED
99 MAY -5 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MILLENNIUM FITNESS CHALLENGE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is MILLENNIUM FITNESS CHALLENGE, INC. principal place of business shall be 12174 69th Avenue North, Seminole, Florida 34690.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1) par value common stock which shall be designated common shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office and agent of this corporation is Tim Flanigan, 12174 69th Avenue N., Seminole, FL 33772.

ARTICLE VI

Management of Corporation by Stockholders

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction, of the shareholders.

ARTICLE VII

Incorporators

The name and address of the person signing these Articles is:

Tim Flanigan, 12174 69th Avenue N., Seminole, Florida 33774

ARTICLE VIII

Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stock holders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12 day of April 1999.

I hereby accept the position and duties as registered agent.

Tim Flanigan
Tim Flanigan
Registered Agent/Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The forgoing instrument was acknowledge before me this 12th day of April 1999 by Tim Flanigan who is personally known to me or who has produced Id/a as identification and who did take and oath

NOTARY PUBLIC

Sign: Patricia A. Smart

Print: PATRICIA A. SMART

State of Florida at Large
Commission No.

My commission expires:



Patricia A. Smart
MY COMMISSION # C0623539 EXPIRES
May 10, 2001
BORN 03/11/1957 TALLAHASSEE, FLORIDA

FILED
99 MAY -5 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA