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STEVEN BURNES  
1501 NE 15TH STREET  
FT. LAUDERDALE, FL 33304

May 26, 1999

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-06/01/99--01124--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
Capital Building  
Tallahassee, FL 32301

Dear Sirs:

Enclosed are two (2) copies of the Articles of Incorporation of AUSSIE FITNESS INC. and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$122.50 to cover charter tax, filing fees, registered agent filing fee, and cost of a certified copy of the articles. Please send a certified copy to me.

Thank you for your prompt attention of this matter.

Sincerely,

X *SBurnes*

Steven Burnes

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99 JUN -1 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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105

FLORIDA CORPORATION  
AUSSIE FITNESS INC.

ARTICLES OF INCORPORATION

The undersigned hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize and incorporate a business for profit under the laws of the State of Florida Statutes, Chapter 607.

ARTICLE I - NAME

The name of the corporation is ~~AUSSIE~~ <sup>AUSSIE</sup> FITNESS.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business is to provide fitness training for individuals.

ARTICLE III - DURATION & EXISTENCE

The duration of this corporation shall be perpetual. Corporate existence shall commence immediately upon the subscription and acknowledgment herein to be followed by the filing of the Articles of Incorporation to the Department of State within the five days as allowed by Florida Statute 607,167.

ARTICLE IV - CAPITAL

The amount of Capital with which this corporation will begin business shall be not less than Five Hundred Dollars, (\$500.00).

ARTICLE V - ADDRESS

The initial street address in Florida of the principal office is: 1501 NE 15th STREET, FT. LAUDERDALE, FL 33304.

ARTICLE VI - POWER

The Corporation may engage in any activity or business permitted under the laws of the United States and shall have the general powers enumerated in 607.011 of the Florida General Corporation Act which Section is incorporated by reference as if fully set forth herein.

ARTICLE VII - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 7,500 of par value of one dollar (\$1.00).

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII - DIRECTORS, OFFICERS AND SUBSCRIBERS

The number of directors constituting the initial board of directors is one, and the name and address of the person to serve as the director until the first annual meeting of the shareholders or until successors are elected or qualified is:

Steven Burnes  
1501 NE 15th Street  
Ft. Lauderdale, FL 33304

ARTICLE IX - REGISTERED AGENT

Pursuant to 607.034 Florida Statutes, the undersigned designed designate as its Registered Agent the below to accept service of process: Steven Burnes

1501 NE 15th Street  
Ft. Lauderdale, FL 33304

ARTICLE X - GENERAL

A. Unless otherwise stated in the By-laws, every stockholder who has the right to vote, shall have the right to vote in person or by proxy.

B. Unless otherwise provided in the By-laws, no stockholder shall have a pre-emptive right to purchase his/her pro rata share of new stock.

C. Unless otherwise provided in the By-laws, cumulative voting shall not be permitted.

IN WITNESS WHEREOF, the undersigned being the Incorporator of AUSSIE FITNESS INC. Under 607.161 and subscribing to their respective shares of Common Stock \$1.00 par value, have made and subscribed these Articles of Incorporation at Ft. Lauderdale, Broward County, Florida, 33304. With the Articles of Incorporation consisting of three pages, this being the second.

X *SA Burnes*  
Steven Burnes  
1501 NE 15th Street  
Ft. Lauderdale, FL 33304

STATE OF FLORIDA            )  
                                  ) SS  
COUNTY OF BROWARD        )

SWORN TO AND SUBSCRIBED before me this 26 day of May, 1999.



Karen F Bimonte  
My Commission CC627950  
Expires April 13, 2001

*Karen F Bimonte*

Notary Public  
My commission expires: \_\_\_\_\_

CERTIFICATE OF REGISTERED AGENT

RE: AUSSIE FITNESS INC.

Pursuant to Article IX of the Articles of Incorporation of AUSSIE FITNESS INC. and in accordance with Florida Statute 607.034 Registered Agent, the undersigned accepts the appointment as Registered Agent of Said Corporation for service of process and as prescribed by Florida Law.

X *SB Burnes*  
Steven Burnes  
1501 NE 15th Street  
Ft. Lauderdale, FL 33304  
(954) 564-3818

STATE OF FLORIDA )

COUNTY OF BROWARD )

SS

SWORN TO AND SUBSCRIBED before me this 26 day of May, 1999.

*Karen F. Bimonte*

NOTARY PUBLIC

My commission expires: \_\_\_\_\_



Karen F Bimonte  
My Commission CC627950  
Expires April 13, 2001

FILED  
JUN - 1 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA