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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 335033 7150739

AUTHORIZATION :

COST LIMIT : \$ FLPPD

ORDER DATE : August 9, 1999

ORDER TIME : 1:53 PM

ORDER NO. : 335033-005

CUSTOMER NO: 7150739

CUSTOMER: Ms. Penny R. Kocarek
SIGNATURE TELESYSTEMS,
SIGNATURE TELESYSTEMS,
Suite 580
4830 West Kennedy Boulevard
Tampa, FL 33609-2562

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DOMESTIC FILING

NAME: BODY WORKS UNLIMITED
PERSONAL TRAINERS,
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ta-Tanisha Green

EXAMINER'S INITIALS

RECEIVED
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PH
8/9/99

ARTICLES OF INCORPORATION

FILED

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BODY WORKS UNLIMITED PERSONAL TRAINERS, INCORPORATED

The undersigned subscribers to these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is Body Works Unlimited Personal Trainers, Incorporated.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is:

(a) To engage in every aspect and phase of business of fitness and to engage in every aspect and phase of related businesses.

(b) To engage in every aspect and phase of investing and reinvesting in real, tangible and intangible property.

(c) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class kind, and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

(d) To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) The foregoing clauses shall be construed both as purposes and power; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the principal and initial registered office of the corporation in the State of Florida is 4007 West Kennedy Boulevard, Tampa, Florida 33609. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other places or places as may be designated by the board of directors.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time

to time, by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any bylaws that may be adopted by the stockholders.

ARTICLE VIII. ORIGINAL DIRECTORS

The name and address of the members of the first board of directors are:

Name	Address
Alfonso A. Balducci	4800 South Westshore Road, Apt.222 Tampa, Florida 33611
Frank David Rose	3502 West Paxton Avenue Tampa, Florida 33611

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these articles of incorporation is:

Name	Address
Alfonso A. Balducci	4800 South Westshore Road, Apt.222 Tampa, Florida 33611
Frank David Rose	3502 West Paxton Avenue Tampa, Florida 33611

The subscribers of these articles of incorporation hereby assign to this corporation their rights under Section 607, Florida Statutes, to constitute a corporation, and they hereby assign to those persons designated by the board of directors any

rights they may have as subscribers to acquire any of the capital stock of this corporation, these assignments becoming effective when these articles of incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved to a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI. REGISTERED OFFICE AND
REGISTERED AGENT

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The corporation hereby designates as its' registered office of STATE
4007 West Kennedy Boulevard, Tampa, Florida 33609 and TALLAHASSEE, FLORIDA
registered agent, Frank David Rose, who is located at the same
address for service of process.

IN WITNESS WHEREOF, the undersigned subscribers, have
hereunto set their hands and seals this 6 day of August
1999, for the purpose of forming this corporation under the laws
of the State of Florida, and they hereby make and file in the
office of the Secretary of State of the State of Florida, these
articles of incorporation, and certify that the facts stated are
true.

Frank D. Rose
Frank David Rose
Subscriber

STATE OF FLORIDA
COUNTY OF Hillsborough

THE FOREGOING instrument was acknowledged before me this 6
day of AUGUST, 1999, by FRANK DAVID ROSE who is personally
known to me to be the persons described as subscribers in and who
executed the foregoing articles of incorporation and acknowledged
before me that they subscribed to these articles of
incorporation.

 Penny R Kocarek
My Commission CC682384
Expires November 2, 2001

Penny R Kocarek
Notary Public, State of Florida
At Large (affix notarial seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said act relative to keeping open said office.

Frank D. Rose
Frank David Rose
Registered Agent