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MARK FRANZONI  
OFFICE XPRESS  
1511-B PENMAN RD.  
JACKSONVILLE BEACH, FL 32250

July 30, 1999

Carolyn Batten  
ATT: Corporate Records  
P.O. Box 6327  
Tallahassee, Fl 32314

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-07/16/99--01072--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: CURVES OF NORTH FLORIDA, INC.

Dear Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation.

Also, please apply the check in the amount of \$70.00 that was enclosed with the original filing for filing of same. Your assistance in this matter is greatly appreciated. My number is (904) 246-5535.

Yours truly,



Mark Franzoni

FILED  
99 AUG 11 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CB  
8-11-99  
10  
may



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 23, 1999

MARK FRANZONI  
OFFICE XPRESS  
1511-B PENMAN RD.  
JACKSONVILLE BEACH, FL 32250

SUBJECT: CURVES OF FLORIDA, INC.  
Ref. Number: W99000017048

We have received your document for CURVES OF FLORIDA, 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: 099A00037839

ARTICLES OF INCORPORATION  
OF  
CURVES OF NORTH FLORIDA, INC.

FILED  
99 AUG 11 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:  
CURVES OF NORTH FLORIDA, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:  
10584 ST. AUGUSTINE RD #6, JACKSONVILLE, FL 32257

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100 shares of ONE DOLLAR (\$1.00) par value common stock which will be designated as "Common Shares."

ARTICLE VI - 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 pro rata share thereof at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and office of this Corporation shall be:

TINA WILLIAMS  
10584 ST. AUGUSTINE RD #6  
JACKSONVILLE, FL 32257

**ARTICLE VIII - BOARD OF DIRECTORS**

This Corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time directors are designated as provided by the Bylaws.

**ARTICLE IX - INCORPORATORS**

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

TINA WILLIAMS  
10584 ST. AUGUSTINE RD #6  
JACKSONVILLE, FL 32257

**ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 9 day of Aug, 1999.

Tina Williams  
TINA WILLIAMS

STATE OF NORTH FLORIDA

COUNTY OF DUVAL

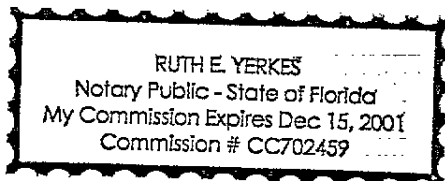
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared TINA WILLIAMS, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 9 day of Aug, 1999.

Ruth E. Yerkes

NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires: 12/15/01



**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 **CURVES OF NORTH FLORIDA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **10584 ST. AUGUSTINE RD #6, JACKSONVILLE, FL 32257**, has named **TINA WILLIAMS** as its agent to accept service of process within Florida.

Dated: 8-9-99.

Tina Williams

**TINA WILLIAMS**

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

Tina Williams

**TINA WILLIAMS**

Registered Agent

FILED  
99 AUG 11 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA