


**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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Articles

99 AUG 27 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

1.) Defining Fitness Lifestyles, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS _____

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89 AUG 27 PM 12:23
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"
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DEFINING FITNESS, INC.
9715 Arbor Oaks Lane
Apt. 301
Boca Raton, FL 33428

August 25, 1999

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

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Consent to Incorporation of Defining Fitness, Inc.

Ladies and Gentlemen:

This letter shall serve as the written consent of Defining Fitness, Inc. a Florida corporation, to the filing of the Articles of Incorporation of **Defining Fitness Lifestyles, Inc.** We have no objection to the use of such corporate name, and we have provided this consent at the request of Defining Fitness Lifestyles, Inc.

Defining Fitness, Inc. a Florida Corporation

By: 

L.J. Merritt, Vice President

LM/rh

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I--NAME

The name of the corporation shall be:

Defining Fitness Lifestyles, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II--PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8903 Glades Road
Store B-2
Boca Raton, FL 33434

ARTICLE III--SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV--INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

L.J. Merritt
9715 Arbor Oaks Lane
Apt. 301
Boca Raton, FL 33428

ARTICLE V--INCORPORATOR

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

John P. Fenner
2300 Glades Road, Suite 203 East
Boca Raton, FL 33431

The undersigned incorporator has executed these Articles of Incorporation this

25th day of August, 1999.



John P. Fenner, as Incorporator

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Defining Fitness Lifestyles, Inc.

2. The name and address of the registered agent and office is:

L.J. Merritt

(NAME)

9715 Arbor Oaks Lane, Apt 301

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Boca Raton, FL 33428

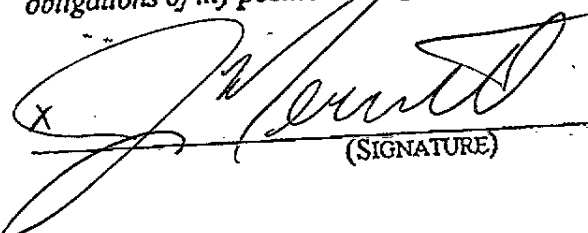
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X 
(SIGNATURE)

August 25, 1999
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314