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EFFECTIVE DATE
1-1-2000

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CURVES FOR WOMEN OF CLEARWATER INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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11/5/99

EFFECTIVE DATE

1-1-2000

ARTICLES OF INCORPORATION
of
CURVES FOR WOMEN OF CLEARWATER INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby adopts these articles and forms a corporation under the Florida Business Corporation Act.

ARTICLE I - CORPORATE NAME AND MAILING ADDRESS

The name of the corporation is:

CURVES FOR WOMEN OF CLEARWATER INC.

The mailing and principal address is:

1818 Drew Street
Clearwater, Florida 33765

ARTICLE II - COMMENCEMENT AND DURATION

This corporation shall commence on January 1, 2000 and this corporation shall exist perpetually unless dissolved according to Florida law.

THE EFFECTIVE DATE OF THESE ARTICLES OF INCORPORATION SHALL BE: JAN. 1, 2000

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand shares (1000) of One Dollar (\$1.00) par value Common Stock which shall be designated "Common Shares."

Prepared By: Michael L. Bruno
PO Box 4370
Clearwater, Florida 33758
(727) 799-1040

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:
Michael L. Bruno
600 Bypass Drive Suite 115
Clearwater, Florida 33764

ARTICLE VI - INITIAL BOARD OF DIRECTORS

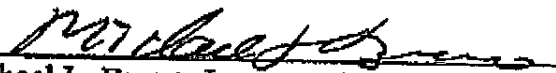
This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Larry Hall
686 Canterbury Road
Clearwater, Florida 33764

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Michael L. Bruno
600 Bypass Drive Suite 115
Clearwater, Florida 33764

The undersigned incorporator has executed these Articles of Incorporation this 8th day of November, 1999.


Michael L. Bruno, Incorporator

Prepared By: Michael L. Bruno
PO Box 4370
Clearwater, Florida 33758
(727) 799-1040

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

Pursuant to Florida Statutes Sections 607.0501 or 617.0501, 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:
CURVES FOR WOMEN OF CLEARWATER INC.

2. The name and address of the registered agent and office is:
Michael L. Bruno
600 Bypass Drive Suite 115
Clearwater, Florida 33764

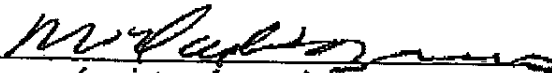
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ACKNOWLEDGEMENT

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.


(registered agent)

11-5-99
(date)

Prepared By: Michael L. Bruno
PO Box 4370
Clearwater, Florida 33758
(727) 799-1040