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**Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State**

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To:

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

From:

Account Name : J.H. ACCOUNTING SERVICES, INC.
Account Number : I19990000041
Phone : (941) 923-0964
Fax Number : (941) 925-4874

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Fitness Connections, Inc.

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ARTICLES OF INCORPORATION
OF
FITNESS CONNECTIONS, INC.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the Chapter 607 of the Florida Corporate Code do hereby certify the following:

FIRST: The name of the corporation shall be Fitness Connections, Inc.

SECOND: The address of the initial registered office of the corporation is 5777 Beneva Road South, Sarasota, Florida 34233, County of Sarasota. The name of the registered agent located at said address is Daniel L. Prewett.

THIRD: The principal address of the corporation is 5763 Beneva Road South, Sarasota, FL 34233.

FOURTH: The purpose for which this corporation is organized shall be to engage in the business of fitness instruction. The corporation may engage in any other transaction or business permitted under the laws of the United States and of this State.

FIFTH: The total authorized stock of this corporation is divided into 501,000 shares; one thousand of common stock at no par value and five hundred thousand shares of preferred stock at \$10 par value.

SIXTH: The number of directors constituting the initial board of directors is four, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Daniel Prewett, 5777 Beneva Road South, Sarasota, Florida 34233
Allan Scott, 5777 Beneva Road South, Sarasota, Florida 34233
Kristine Havell, 5777 Beneva Road South, Sarasota, Florida 34233
Elizabeth George, 5777 Beneva Road South, Sarasota, Florida 34233

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the person who is to act as incorporator(s) are as follows:

Daniel L. Prewett 5777 Beneva Road South, Sarasota FL 34233

We(I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 24 day of November, 1999.



State of Florida

County of Sarasota

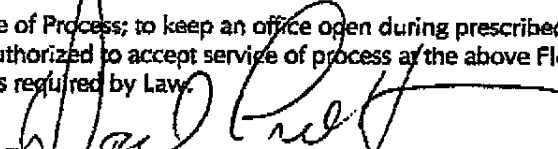
THE FOREGOING instrument was acknowledged and sworn to before me this 24 day of November, 1999, by Daniel L. Prewett.


Notary Public

STATE OF FLORIDA DEPARTMENT OF STATE

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

I agree as Resident Agent to accept Service of Process; to keep an office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.


Daniel L. Prewett, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUSAN M. O'BRIEN
Notary Public - State of Florida
My Commission Expires Jun 26, 2000
Commission # CC567256