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December 16, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

In & Out Fitness, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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**ARTICLES OF INCORPORATION
OF
IN & OUT FITNESS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is IN & OUT FITNESS, INC.

ARTICLE II

The existence of the corporation shall be perpetual and shall begin on the date these articles are filed with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 21256 Rock Ridge Drive, Boca Raton, FL 33428

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares, with a par value of \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3010 North Military Trail, Suite 210, Boca Raton, Florida 33431. The initial registered agent for the Corporation at that address is Gary M. Krasna, P.A.

ARTICLE VI

The corporation is formed to engage in any activity permitted under the laws of the State of Florida.

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ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Gary M. Krasna	3010 North Military Trail, Suite 210 Boca Raton, Florida 33431.

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

The names and street addresses of the initial officers of this corporation are as follows:

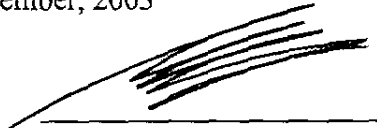
Title	Name	Address
President	Matthew Rosenthal	21256 Rock Ridge Drive, Boca Raton, FL 33428
Secretary	Matthew Rosenthal	21256 Rock Ridge Drive, Boca Raton, FL 33428

ARTICLE X

The names and street addresses of the initial directors of this corporation are as follows:

Name	Address
Matthew Rosenthal	21256 Rock Ridge Drive, Boca Raton, FL 33428

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of December, 2003



Name: Gary M. Krasna

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **IN & OUT FITNESS, INC.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Gary M. Krasna

Date: December 15, 2003

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