

**Electronic Articles of Incorporation
For**

P06000009410
FILED
January 19, 2006
Sec. Of State
dcushing

GRAND FITNESS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

GRAND FITNESS, INC.

Article II

The principal place of business address:

3924 SOUTH THIRD STREET
JACKSONVILLE BEACH, FL. US 32250

The mailing address of the corporation is:

3924 SOUTH THIRD STREET
JACKSONVILLE BEACH, FL. US 32250

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

LORRAINE COVER
9143 PHILIPS HWY #550
JACKSONVILLE, FL. 32256

I certify that I am familiar with and accept the responsibilities of registered agent.

P06000009410
FILED
January 19, 2006
Sec. Of State
dcushing

Registered Agent Signature: LORRAINE COVER

Article VI

The name and address of the incorporator is:

DANIELA BALAN, LEGALZOOM.COM, INC.
7083 HOLLYWOOD BLVD.
SUITE 180
LOS ANGELES, CA 90028

Incorporator Signature: DANIELA BALAN, LEGALZOOM.COM, INC.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
BRANDON M COVER
3924 SOUTH THIRD STREET
JACKSONVILLE BEACH, FL. 32250 US

Title: S
GREGORY J BEILE
3924 SOUTH THIRD STREET
JACKSONVILLE BEACH, FL. 32250 US