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TALLAHASSEE, FLORIDA

2/28/08

**ARTICLES OF INCORPORATION
OF
KIRK FITNESS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts 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 is: Kirk Fitness, Inc.

ARTICLE II

The existence of the Corporation shall begin on: March 8, 2006.

ARTICLE III

The street address of the principal office of the Corporation is: 3484 Foxcroft Road, Miramar, Florida 33025.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100 par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares 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: Wolfe & Goldstein, P.A., 100 S.E. Second Street, Suite 3300, Miami, Florida, 33131. The initial registered agent for the Corporation at that address is: Richard C. Wolfe, Esq.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name

Address

STATE OF FLORIDA
TALLAHASSEE
06 MAR 2006 2:34

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Kirk Bowling

3484 Foxcroft Road
Miramar, Florida 33025

ARTICLE VII

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

Name

Address

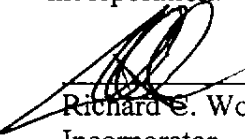
Richard C. Wolfe, Esq.

100 S.E. Second Street
Suite 3300
Miami, Florida 33131

ARTICLE VIII

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.




Richard C. Wolfe, Esq.
Incorporator

3/7/06
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Kirk 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.



Richard C. Wolfe, Esq.
Registered Agent

3/7/06
Date

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

UNDER THE PROVISIONS OF F.S. 607.0501, 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: Kirk Fitness, Inc.
2. The name and address of the registered agent and office is:

Richard C. Wolfe, Esq.
Wolfe & Goldstein, P.A.
100 S.E. Second Street
Suite 3300, Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.



Richard C. Wolfe, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA