

**Electronic Articles of Incorporation  
For**

**P01000063362  
FILED  
June 26, 2001  
Sec. Of State**

BLUE BEAD FITNESS CLUBS, 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:

BLUE BEAD FITNESS CLUBS, INC.

**Article II**

The principal place of business address:

2400 FIRST STREET  
# 204  
FORT MYERS, FL. 33901

The mailing address of the corporation is:

8731 WESLEYAN RIVE  
#1509  
FORT MYERS, FL. 33919

**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:

WILLIAM B DOWNING  
8731 WESLEYAN DRIVE  
#1509  
FORT MYERS, FL. 33919

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

Registered Agent Signature: WILLIAM BRADLEY DOWNING

**Article VI**

The name and address of the incorporator is:

WILLIAM BRADLEY DOWNING  
8731 WESLEYAN DRIVE  
#1509  
FORT MYERS, FLORIDA 33919

Incorporator Signature: WILLIAM BRADLEY DOWNING