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SECRETARY OF STATE
TALLAHASSEE FLORIDAFlorida Department of State
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From: Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : I19980000010
Phone : (954) 463-2700
Fax Number : (954) 463-2224

FLORIDA PROFIT CORPORATION OR P.A.

The Ultimate Gym, Inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
THE ULTIMATE GYM, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is The Ultimate Gym, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is The Ultimate Gym, Inc., 2200 South Ocean Lane #2306, Ft. Lauderdale, FL 33316.

**ARTICLE III
CAPITAL STOCK**

The number of shares that the Corporation is authorized to issue is one thousand (1,000) shares of common stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 350 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is American Information Services, Inc.

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the Corporation is Peter Stolz, 2200 South Ocean Lane #2306, Fort Lauderdale, FL 33316.

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ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on May 14, 2002.



Peter Stolz
Sole Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

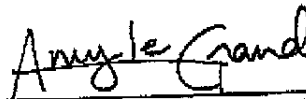
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **THE ULTIMATE GYM, INC.**, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 14th day of May, 2002.

AMERICAN INFORMATION SERVICES, INC.



Amy Le Grand, Assistant Secretary