

**Electronic Articles of Incorporation
For**

P02000067391
FILED
June 17, 2002
Sec. Of State

ADVANTAGE 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:

ADVANTAGE FITNESS, INC.

Article II

The principal place of business address:

23217 BAYOU GROVE STREET
LAND O'LAKES, FL. 34639

The mailing address of the corporation is:

23217 BAYOU GROVE STREET
LAND O'LAKES, FL. 34639

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:

1000

Article V

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

JOHN H GERDON
23217 BAYOU GROVE STREET
LAND O'LAKES, FL. 34639

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

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Registered Agent Signature: JOHN HOWARD GERDON

Article VI

The name and address of the incorporator is:

JOHN H. GERDON
23217 BAYOU GROVE STREET
LAND O'LAKES, FL 34639

Incorporator Signature: JOHN H. GERDON

Article VII

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

Title: P
JOHN H GERDON
23217 BAYOU GROVE STREET
LAND O'LAKES, FL. 34639

Title: V
COLLEEN M GERDON
23217 BAYOU GROVE STREET
LAND O'LAKES, FL. 34639