

**Electronic Articles of Incorporation
For**

**P03000055040
FILED
May 19, 2003
Sec. Of State**

WOMENS' 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:

WOMENS' FITNESS CLUBS, INC.

Article II

The principal place of business address:

8294 S. ELIZABETH AVE.
PALM BEACH GARDENS, FL. US 33418

The mailing address of the corporation is:

8294 S. ELIZABETH AVE.
PALM BEACH GARDENS, FL. US 33418

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:

1,000,000

Article V

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

BILL FREE
8294 S. ELIZABETH AVE.
PALM BEACH GARDENS, FL. 33418

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

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Registered Agent Signature: BILL FREE

Article VI

The name and address of the incorporator is:

SHARON MICHAEL
4643 E. THOMAS RD., SUITE 9
PHOENIX, AZ 85018

Incorporator Signature: SHARON MICHAEL