

P030000078677

(Requestor's Name)

World Gym
P.O. Box 6730
Delray Beach, FL 33482

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Fitness Systems of Great Valley, Inc.

Article I-Name and Address

The name of this corporation is Fitness Systems of Great Valley, Inc. with its principal address as 10-20 Liberty Blvd., Malvern, PA 19355.

Article II-Duration

This corporation shall exist perpetually.

Article III-Purpose and Powers

The general nature of the business to be transacted by this corporation is to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description. The corporation shall have all of the powers authorized under applicable law.

Article IV-Shares of Stock

The corporation is authorized to issue one hundred (100) shares of common stock with no par value.

Article V-Initial Registered Office and Agent

The street address of initial registered office of this corporation is 14548-A South Military Trail and the name of the initial registered agent of this corporation at that address is ANN WOOLARD.

Article VI-Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws but shall never be less than two (2). The name and address of the initial director of this corporation are:

JAMES J. WOOLARD
14548-A South Military Trail
Delray Beach, Florida 33484

ANN WOOLARD
14548-A South Military Trail
Delray Beach, Florida 33484

Article VII-Incorporators

JAMES J. WOOLARD
14548-A South Military Trail
Delray Beach, Florida 33484

ANN WOOLARD
14548-A South Military Trail
Delray Beach, Florida 33484

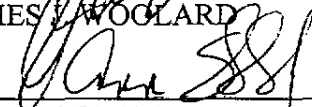
Article VIII-Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, the 9 day of July, 2008



JAMES J. WOOLARD



ANN WOOLARD

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ANN WOOLARD, who are personally known to me or who have produced as identification _____ and who did execute the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this the 9th day of July, 2003.



Candy A. Gonzalez
My Commission DD058868
Expires November 09, 2005

Candy A. Gonzalez
(Signature of Notary)

Candy A. Gonzalez
(Printed Name of Notary)

Notary Public, State of Florida

DD58868
(Commission Number)

My commission expires: 11-9-05

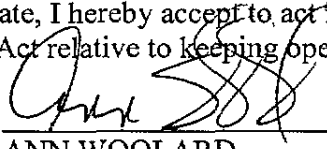
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following submitted,
incompliance with said Act:

First-That **Fitness Systems of Great Valley, Inc.** desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the articles of
incorporation at the City of Delray Beach, County of Palm Beach, State of Florida, has
named Ann Woolard, 14548-A South Military Trail, City of Delray Beach, State of
Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby accept to act in this capacity and agree
to comply with the provision of said Act relative to keeping open said office.



ANN WOOLARD
Registered Agent

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