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CAPITAL CONNECTION, INC.

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ARTICLES OF INCORPORATION

FOR

CROSS CREEK FITNESS, INC.

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

ARTICLE I.

The name of this corporation shall be CROSS CREEK FITNESS, INC. The specific purpose for this corporation shall be fitness and exercise operation.

ARTICLE II.

The street address of the principal office of the corporation is 17318 Oak Ledge Drive, Lutz, Florida 33549

ARTICLE III.

This corporation shall be authorized to issue 500 shares, all of which shall be common shares.

ARTICLE IV.

The initial street address of the Corporation's registered agent's office is 17318 Oak Ledge Drive, Lutz, Florida 33549

The initial registered agent for the Corporation is Tracey Clough.

ARTICLE V.

The names and addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

PRESIDENT:

TRACEY A. CLOUGH

17318 OAK LEDGE DRIVE LUTZ, FLORIDA 33549

VICE PRESIDENT:

JEFFERY J. CLOUGH

17318 OAK LEDGE DRIVE

LUTZ, FLORIDA 33549

SECRETARY/ TREASURER: TRACEY A. CLOUGH 17318 OAK LEDGE DRIVE LUTZ, FLORIDA 33549

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

TRACEY A. CLOUGH 17318 OAK LEDGE DRIVE LUTZ, FLORIDA 33549

IN WITNESS WHEREOF, I, the undersigned organizer and incorporator, have hereunto set my hand and seal this 26th day of August, 2003, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.

Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CROSS CREEK FITNESS, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: August 26, 2003

Prepared by:

Diane V. Kuenzel, Esquire KUENZEL & LUTES, P.A. 4111 Land O' Lakes Boulevard Suite 302-D Land O' Lakes, Florida 34639 (813) 996-7710