

**Electronic Articles of Incorporation
For**

P04000068624
FILED
April 27, 2004
Sec. Of State
thampton

MIGHTYWORKS 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:

MIGHTYWORKS FITNESS INC.

Article II

The principal place of business address:

P.O. BOX 2375
OCALA, FL. 34478

The mailing address of the corporation is:

P.O. BOX 2375
OCALA, FL. 34478

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:

10,000

Article V

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

JOSEPH & COMPANY CERTIFIED PUBLIC ACCOUNTA
2450 N. CITRUS HILLS BLVD.
HERNANDO, FL. 34442

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

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Registered Agent Signature: JOHN CEPARANO

Article VI

The name and address of the incorporator is:

MICHAEL PYE
P.O. BOX 2375
OCALA, FL 34478

Incorporator Signature: MICHAEL PYE

Article VII

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

Title: P
MICHAEL PYE
P.O. BOX 2375
OCALA, FL. 34478 US

Title: S
ANGELA PYE
P.O. BOX 2375
OCALA, FL. 34478 US

Title: T
ANGELA PYE
P.O. BOX 2375
OCALA, FL. 34478 US

Article VIII

The effective date for this corporation shall be:

04/27/2004