

**Electronic Articles of Incorporation
For**

P04000096711
FILED
June 24, 2004
Sec. Of State
thampton

INSHAPE FITNESS CENTERS 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:

INSHAPE FITNESS CENTERS INC.

Article II

The principal place of business address:

5512 NW 105 COURT
MIAMI, FL. US 33178

The mailing address of the corporation is:

5512 NW 105 COURT
MIAMI, FL. US 33178

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:

ANDRE A ANDREWS
5512 NW 105 COURT
MIAMI, FL. 33178

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

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Registered Agent Signature: ANDRE A. ANDREWS

Article VI

The name and address of the incorporator is:

ANDRE A. ANDREWS
5512 NW 105 COURT
MIAMI, FLORIDA 33178

Incorporator Signature: ANDRE A. ANDREWS

Article VII

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

Title: DPT
ANDRE A ANDREWS
5512 NW 105 COURT
MIAMI, FL. 33178 US

Title: VDS
CAROL ANDREWS
5512 NW 105 COURT
MIAMI, FL. 33178 US

Article VIII

The effective date for this corporation shall be:

06/24/2004