

**Electronic Articles of Incorporation
For**

P04000122487
FILED
August 24, 2004
Sec. Of State
jshivers

BUFF GIRLS 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:
BUFF GIRLS FITNESS, INC.

Article II

The principal place of business address:
135 PINEWOOD ROAD
JACKSONVILLE BEACH, FL. US 32250

The mailing address of the corporation is:
135 PINEWOOD ROAD
JACKSONVILLE BEACH, FL. US 32250

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:
1500 SHARES AT \$0.00 PAR VALUE PER SHARE

Article V

The name and Florida street address of the registered agent is:
JILL S LYNCH
1352 PINEWOOD ROAD
JACKSONVILLE BEACH, FL. 32250

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

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Registered Agent Signature: JILL S. LYNCH

Article VI

The name and address of the incorporator is:

CORPORATION SERVICE COMPANY
2711 CENTERVILLE ROAD
SUITE 400
WILMINGTON, DE 19808

Incorporator Signature: LYNETTE COLEMAN

Article VII

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

Title: D
JILL S LYNCH
1352 PINEWOOD ROAD
JACKSONVILLE BEACH, FL. 32250 US