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To:  
Division of Corporations  
Fax Number : (850) 205-0381

EFFECTIVE DATE

10-20-04

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

U.S. 3 of Fitness, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
U.S. 3 of Fitness, Inc.

### Article II. Address

The Corporation's mailing address is:  
U.S. 3 of Fitness, Inc.  
4730 Glenn Pine Lane  
Boynton Beach FL 33436

EFFECTIVE DATE  
10-20-04

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Joshua M. Mittenthal  
5499 N. Federal Highway  
Suite K  
Boca Raton FL 33487

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Denise Morris  
Lisa Kyte

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Joshua M. Mittenthal | FL Bar Member 145572  
The Law Office of Joshua M. Mittenthal, P.A.  
5499 N. Federal Highway  
Suite K  
Boca Raton FL 33487  
561-862-0955

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

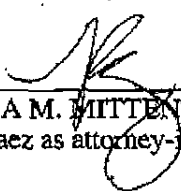
The name and address of the incorporator is:

Joshua M. Mittenthal  
5499 N. Federal Highway  
Suite K  
Boca Raton FL 33487

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 20, 2004.

The undersigned incorporator executed these Articles of Incorporation on October 20, 2004.

  
\_\_\_\_\_  
JOSHUA M. MITTENTHAL  
by T. Baez as attorney-in-fact

Joshua M. Mittenthal | FL Bar Member 145572  
The Law Office of Joshua M. Mittenthal, P.A.  
5499 N. Federal Highway  
Suite K  
Boca Raton FL 33487  
561-862-0955

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

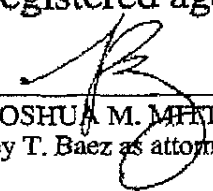
**CORPORATION:**

U.S. 3 of Fitness, Inc.

**REGISTERED AGENT/OFFICE:**

Joshua M. Mittenthal  
5499 N. Federal Highway  
Suite K  
Boca Raton FL 33487

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
JOSHUA M. MITTENTHAL  
by T. Baez as attorney-in-fact

Date: October 20, 2004

Joshua M. Mittenthal | FL Bar Member 145572  
The Law Office of Joshua M. Mittenthal, P.A.  
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