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FLORIDA PROFIT CORPORATION OR P.A.

R&S Fitness Centers, Inc.

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ARTICLES OF INCORPORATION

In compliance with Chapter 607, F.S.

ARTICLE I NAME

The name of the corporation shall be: R&S Fitness Centers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3970 Tampa Road, Oldsmar, Florida 34677.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Fitness center with hydraulic excercise equipment.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000. The par value of each share of stock is 50.01.

ARTICLE V OFFICERS/DIRECTORS

The initial directors of the corporation are: Ronald Brightwell, 3127 South Canal Drive, Palm Harbor, Florida 34684 Sue Brightwell, 3127 South Canal Drive, Palm Harbor, Florida 34684

The initial officers of the corporation are:

Ronald Brightwell, President, 3127 South Canal Drive, Palm Harbor, Florida 34684 Sue Brightwell, Vice-President, 3127 South Canal Drive, Palm Harbor, Florida 34684 Ronda Kremske, Secretary, 2487 Hickman Circle, Clearwater, Florida 34621 Daniel Kremske, Treasurer, 2487 Hickman Circle, Clearwater, Florida 34621

ARTICLE VI REGISTERED AGENT

The name and Florida Street address of the registered agent is: Ron Brightwell, 3127 South Canal Drive, Palm Harbor, Florida 34684. Located in the County of Pinellas.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Business Filings Incorporated, Mark Schiff, AVP, 8025 Excelsior Dr., Suite 200, Madison, WI 53717.

I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature: Signature: Business Filmes orporated, Incorporator Mark Schiff, AVP

Date: October 27, 2004

Date: October 27, 2004

The document was prepared by: Business Filings Incorporated, Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717. 608-827-5300

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