

**Electronic Articles of Incorporation
For**

P04000160164
FILED
November 29, 2004
Sec. Of State
acrum

BODYSHAPE TOTAL 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:

BODYSHAPE TOTAL FITNESS, INC.

Article II

The principal place of business address:

670 WOODGATE CIRCLE
SUNRISE, FL. 33326

The mailing address of the corporation is:

670 WOODGATE CIRCLE
SUNRISE, FL. 33326

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:

LOUIS F GESUALDI
670 WOODGATE CIRCLE
SUNRISE, FL. 33326

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

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Registered Agent Signature: LOUIS F. GESUALDI

Article VI

The name and address of the incorporator is:

LOUIS F. GESUALDI
670 WOODGATE CIRCLE
SUNRISE, FL 33326

Incorporator Signature: LOUIS F. GESUALDI

Article VII

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

Title: CEO
VIVIAN GESUALDI
670 WOODGATE CIRCLE
SUNRISE, FL. 33326

Title: CFO
LOUIS F GESUALDI
670 WOODGATE CIRCLE
SUNRISE, FL. 33326

Article VIII

The effective date for this corporation shall be:

11/29/2004