

**Electronic Articles of Incorporation
For**

P04000161808
FILED
December 01, 2004
Sec. Of State
jshivers

PALM BEACH GYM & FITNESS CLUB, 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:

PALM BEACH GYM & FITNESS CLUB, INC.

Article II

The principal place of business address:

3201 NE 183RD STREET
1204
AVENTURA, FL. 33160

The mailing address of the corporation is:

3 RHODES LANE
FOXBORO, MA. 02035

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:

MICHAEL GLUZMAN
3201 NE 183RD STREET
1204
AVENTURA, FL. 33160

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

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Registered Agent Signature: MICHAEL GLUZMAN

Article VI

The name and address of the incorporator is:

ROMAN PELEVIN
3 RHODES LANE
FOXBORO, MA 02035

Incorporator Signature: ROMAN PELEVIN

Article VII

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

Title: P
ROMAN PELEVIN
3 RHODES LANE
FOXBORO, MA. 02035

Title: VP
ROMAN PELEVIN
3 RHODES LANE
FOXBORO, MA. 02035

Title: TREA
ROMAN PELEVIN
3 RHODES LANE
FOXBORO, MA. 02035