

**Electronic Articles of Incorporation
For**

P05000013713
FILED
January 26, 2005
Sec. Of State
dwhite

FRED 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:

FRED FITNESS, INC.

Article II

The principal place of business address:

15 N.W. 70TH STREET
MIAMI, FL. 33150

The mailing address of the corporation is:

15 N.W. 70TH STREET
MIAMI, FL. 33150

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:

100

Article V

The name and Florida street address of the registered agent is:

FREDERICK REED
15 N.W. 70TH STREET
MIAMI, FL. 33150

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

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Registered Agent Signature: FREDERICK REED

Article VI

The name and address of the incorporator is:

FREDERICK REED
15 N.W. 70TH STREET
MIAMI, FLORIDA 33150

Incorporator Signature: FREDERICK REED

Article VII

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

Title: P
FREDERICK REED
15 N.W. 70TH STREET
MIAMI, FL. 33150

Title: S
FREDERICK REED
15 N.W. 70TH STREET
MIAMI, FL. 33150

Article VIII

The effective date for this corporation shall be:

02/01/2005