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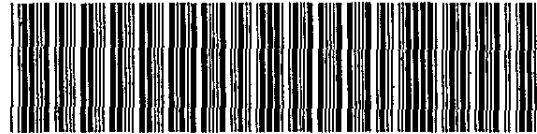
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GRIECO & SCALERA, P.A.

ATTORNEYS AND COUNSELORS AT LAW
3109 45TH STREET, SUITE 100
WEST PALM BEACH, FLORIDA 33407-1915

MARK M. GRIECO

D. J. "JACK" SCALERA, III

TELEPHONE (561) 687-0748
FACSIMILE (561) 687-8010

TRANSMITTAL LETTER

February 9, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Mahoney's Gym, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75. Please file these documents.

Sincerely,



Mark M. Grieco

Enclosures

ARTICLES OF INCORPORATION
OF
MAHONEY'S GYM, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Mahoney's Gym, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 303 Greymon Dr. West Palm Beach, FL 33405.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Mark M. Grieco, Esq. and the address is 3109 45th Street, West Palm Beach, FL 33407.

ARTICLE V INCORPORATOR

The name and address of the person signing these Articles is as follows: Sean Mahoney and the address is 303 Greymon Dr. West Palm Beach, FL 33405.

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TALLAHASSEE, FLORIDA

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial directors of this Corporation is as follows:

Sean Mahoney

303 Greymon Dr. West Palm Beach, FL 33405

ARTICLE VIII BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 8th day of February, 2005.



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TALLAHASSEE, FLORIDA