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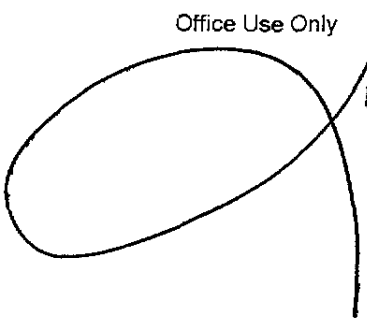
(Business Entity Name)

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05 MAR -7 PM 1:29  
TALLAHASSEE, FLORIDA

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Florida Fitness of Brevard, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA FITNESS OF BREVARD, INC.,**

**ARTICLE I - CORPORATE NAME**

The name of this corporation is FLORIDA FITNESS OF BREVARD, INC., whose principal office and mailing address is 607 Sheridan Woods Drive, West Melbourne, Florida 32904.

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing upon filing of these articles.

**ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Registered Agent:	Grant Trobaugh
	607 Sheridan Woods Drive
	West Melbourne, Florida 32904

**ARTICLE VI - OFFICERS**

The officers of the Corporation are as follows:

President	Grant Trobaugh
Vice President	Grant Trobaugh
Secretary	Grant Trobaugh
Treasurer	Grant Trobaugh

**ARTICLE VII - BOARD OF DIRECTORS**

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

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TALLAHASSEE, FLORIDA

**ARTICLE VIII - INITIAL DIRECTORS**

The name and address of the initial director of this corporation are:

name and addresses: Grant Trobaugh  
607 Sheridan Woods Drive  
West Melbourne, Florida 32904

The person named as the initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the sole incorporator is:

Grant Trobaugh  
607 Sheridan Woods Drive  
West Melbourne, Florida 32904

**ARTICLE X - AMENDMENT**

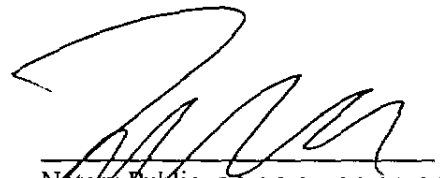
The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

**IN WITNESS WHEREOF**, the undersigned, as sole incorporator, has executed the foregoing Articles of Incorporation on the 3rd day of March, 2005.

  
GRANT TROBAUGH

**STATE OF FLORIDA  
COUNTY OF BREVARD**

**BEFORE ME**, the undersigned authority, personally appeared **GRANT TROBAUGH**, to me known to be the person described as the sole incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 3rd day of March, 2005.

  
Notary Public  
TINO GONZALEZ  
MY COMMISSION # DD 200830  
EXPIRES: May 5, 2007  
1-800-8-NOTARY FL Notary Discount Assoc. Co.  
Print Name

My Commission Expires:


**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That FLORIDA FITNESS OF BREVARD, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Melbourne, Brevard County, Florida, has named GRANT TROBAUGH, 607 Sheridan Woods Drive, West Melbourne, Florida 32904, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
GRANT TROBAUGH  
Registered Agent

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05 MAR -7 PM 1:30  
CLERK OF STATE  
TALLAHASSEE, FLORIDA