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Florida Incorporators, Inc.

Mark S. Hankins President 8875 Hidden River Pkwy Ste. 300 Tampa, FL 33637

May 13, 2005

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

RE: Performance Total Fitness Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins President

Articles Of Incorporation

Of

PERFORMANCE TOTAL FITNESS INC.

FILED

2005 MAY 16 A 8: 09

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLESSEE, FLORIDA INCORPORATION:

FIRST: The name of the corporation is Performance Total Fitness Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is TEN THOUSAND (10,000) SHARES of capital stock, \$100.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

John Cattani, Jr. 10306 Marchmont Court Tampa, FL 33626 Lisa M. Cattani 10306 Marchmont Court Tampa, FL 33626

SEVENTH: The name and address of the incorporator is: | ED

Lisa M. Cattani 10306 MARCHMONT COURT TAMPA, FL 33626

2005 MAY 16 A 8: 09

TALLAHASSEE, FLORIDA
The name and address of the initial registered agent EIGHTH:

and the initial registered office is:

Lisa M. Cattani 10306 MARCHMONT COURT TAMPA, FL 33626

The mailing address and principal office of the HTNIK:

corporation is:

PERFORMANCE TOTAL FITNESS INC. 10306 MARCHMONT COURT TAMPA, FL 33626

DATED: May 9, 2005

Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.