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Account Number : I20020000137
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FLORIDA PROFIT CORPORATION OR P.A.

FITNESS OVER TIME, INC.

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**ARTICLES OF INCORPORATION
OF
FITNESS OVER TIME, INC.**

The undersigned, acting as incorporator of Fitness Over Time, Inc. under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Fitness Over Time, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

1086 Meadow Drive
Orange Park, Florida 32065

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually. These Articles of Incorporation shall be effective as of June 17, 2005, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (ii) names Intrepid Registered Agent Services, LLC as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by:
Driver, McAfee & Griggs, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

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ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Gwen Hutcheson Griggs

One Independent Drive, Suite 1200
Jacksonville, Florida 32202

ARTICLE IX - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.


Gwen Hutcheson Griggs, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

INTREPID REGISTERED AGENT SERVICES, LLC

By: Gwen Hutcherson Griggs, EVP
Gwen Hutcherson Griggs, Executive Vice President

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