

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

RECEIVED
TALLAHASSEE FLORIDA
DIVISION OF STATE

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FLORIDA PROFIT CORPORATION OR P.A.**SA FITNESS CORP.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

SA FITNESS CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

1509 Cherry Ridge Drive, Heathrow, FL 32746

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To engage in any lawful act or activity

ARTICLE IV SHARES

The number of shares of stock is:

200 @ no par value

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Andrew Levine, 1509 Cherry Ridge Drive, Heathrow, FL 32746, Director

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Andrew Levine, 1509 Cherry Ridge Drive, Heathrow, FL 32746

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Jamie K. Hastings, 62 White Street, New York, NY 10013

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

x Andrew Levine
Signature/Registered Agent

7/28/05
Date

[Signature]
Signature/Incorporator

7/28/05
Date