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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.

Account Number : I20000000257 Phone : (850)224-8870 Fax Number : (850)224-7047

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FLORIDA PROFIT CORPORATION OR P.A.

BONIFAY ATHLETIC CLUB, INC.

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9/2/2005

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ARTICLES OF INCORPORATION

OF

BONIFAY ATHLETIC CLUB, 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 is BONIFAY ATHLETIC CLUB, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 708 Highway 90 West, Bonifay, Florida 32425

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Roy Lake, 202 North Waukesha Street, Bonifay, Florida 32425

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL. 32301.

ARTICLE VI: OFFICERS/ DIRECTORS/SHARE HOLDERS

The name and address of the initial Officers/Directors/Share Holders of the corporation are: Shannon Revels, Director/President/Secretary, 2197 James G. Road, Bonifay, Florida 32425 Michael J. Forehand, Director/Vice-President/Treasurer, 2040 Pollard Harris Road, Bonifay, Florida 32425

The undersigned has executed these Articles of Incorporation this 2nd day of September 2005.

"Your Capital Connection, Inc. by, Weimar Lopez, Client Representative"

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT.

Having been named as registered agent and to accept service of process for BONIFAY ATTILETIC CLUB, INC., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature

Printed name ROY LAKE

Address

202 NORTH WAUKESHA STREET

BONIFAY, FLORIDA 32425

Date

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