

**Electronic Articles of Incorporation
For**

P05000154563
FILED
November 22, 2005
Sec. Of State
jshivers

CHANGES WOMEN'S FITNESS CENTER OF NEWBERRY INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CHANGES WOMEN'S FITNESS CENTER OF NEWBERRY INC.

Article II

The principal place of business address:

22414 SW 15TH AVENUE
NEWBERRY, FL. 32669

The mailing address of the corporation is:

22414 SW 15TH AVENUE
NEWBERRY, FL. 32669

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

500

Article V

The name and Florida street address of the registered agent is:

TIMOTHY P DEEGAN
9200 NW 36TH PLACE
SUITE #A
GAINESVILLE, FL. 32606

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: TIMOTHY P. DEEGAN

Article VI

The name and address of the incorporator is:

TIMOTHY P. DEEGAN
9200 NW 36TH PLACE #A

GAINESVILLE FL. 32606

Incorporator Signature: TIMOTHY P. DEEGAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P, S
FRANCES C HELTON
22414 SW 15TH AVE.
NEWBERRY, FL. 32669

Article VIII

The effective date for this corporation shall be:

11/22/2005