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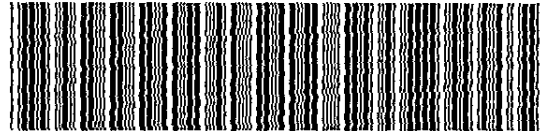
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE JAN 18 2006

HERDMAN & SAKELLARIDES, P.A.

Attorneys at Law

MARK HERDMAN

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Palm Harbor, FL 34684
(727) 785-1228
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December 15, 2005

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

Re: Articles of Incorporation of Clubfit Personal Training, Inc.

Dear Secretary of State:

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for Clubfit Personal Training, Inc.; and
2. Check in the amount of \$78.75 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.



John M. Sakellarides

JMS/kjs
Enclosures

**ARTICLES OF INCORPORATION
OF
CLUBFIT PERSONAL TRAINING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be CLUBFIT PERSONAL TRAINING, INC., and its principal address is 3795 Alternate 19 North, Palm Harbor, FL 34683.

ARTICLE II

This corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

ARTICLE IV

The corporation is authorized to issue 1000 shares of common stock at a par value of \$1.00 per share.

ARTICLE V

The amount of capital with which this corporation shall begin business shall be not less than \$100.00.

ARTICLE VI

The initial registered agent for this corporation is **Waldemar Krol**, and the initial registered office is located at 3795 Alternate 19 North, Palm Harbor, FL 34683.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be one (1). The number of Directors may be either increased or decreased from time to time as provided for in the By-Laws.

ARTICLE VIII

The names and street addresses of each member of the initial Board of Directors
is:

Waldemar Krol
3795 Alternate 19 North
Palm Harbor, FL 34683

They shall hold office until the first annual meeting of stockholders.

ARTICLE IX

The names and addresses of each of the initial officers of the corporation are as follows:

Waldemar Krol
3795 Alternate 19 North
Palm Harbor, FL 34683

President, Secretary, Treasurer

ARTICLE X

Subject to the provisions of the Florida Statutes, stockholders' meetings may be held at any place designated by the Directors.

ARTICLE XI

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount which is in the best interest of the corporation.

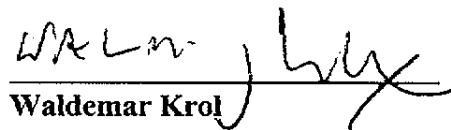
(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:

(i) Make and amend By-Laws of the corporation;

(ii) establish such reserves as the Board may deem necessary and in the best interests of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting all of the original subscribers for the shares of stock of this corporation, and for the purpose of forming a corporation for profit, pursuant to Chapter 607, Florida Statutes, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true and correct.

The undersigned original subscriber(s) have executed these Articles of Incorporation for the purposes herein expressed.


Waldemar Krol

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, **Waldemar Krol**, one of the officers and subscribers of CLUBFIT PERSONAL TRAINING, INC., and he acknowledged that he

signed the foregoing Articles of Incorporation for the purposes expressed therein, this 15th day of December, 2005.



Kathe Schwarz
Notary Public

To me personally known: ✓

Identification shown: _____

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CONSENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED as Registered Agent for CLUBFIT PERSONAL TRAINING, INC., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

Waldemar Krol
Waldemar Krol

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, **Waldemar Krol**, who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered Agent, by him signed and sealed, in his free act and deed, this 15th day of December, 2005.

Kathe Schwarz
Notary Public

To me personally known: ✓

Identification shown: _____

