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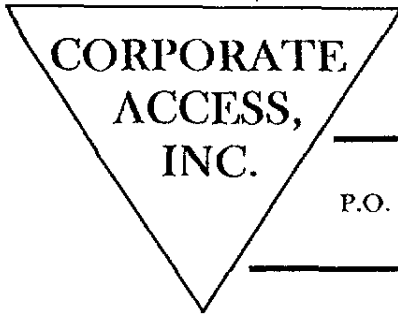
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X club Semoran, Inc.
(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS:

**ARTICLES OF INCORPORATION
Of**

SPADARO FITNESS INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

SPADARO FITNESS INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:

1900 S. Semoran Blvd., Orlando, FL 32812

The mailing address of the corporation is:

9018 Verona Sound Way Dr., Orlando, FL 32829

ARTICLE III

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE IV

PURPOSE OR PUROSES

The general purposes for which the corporation is organized are:

1: To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

2: To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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ARTICLE V

CAPITALIZATION

The total number of shares of stock that the corporation is authorized to issue is Ten Thousand (0,000) all of which shall be Common Stock, with the par value of One Dollar (\$1.00 per share. The Common Stock shares shall be identified as identical to each other in every respect and the holder of Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

PREEMPTIVE RIGHTS

The holders of shares of the corporation shall have preemptive rights to subscribe or purchase from the corporation any shares authorized but unissued or any newly authorized shares.

ARTICLE VII

INITIAL DIRECTORS

The following individuals shall initially hold the office of Director:

- | | |
|---------------------------|----------|
| 1: Kim M. Spadaro - | Director |
| 2. Salvatore R. Spadaro - | Director |

ARTICLE VIII

INITIAL OFFICERS

The following individuals shall initially hold the following Offices:

- | | | |
|-------------------------|---|-----------|
| 1: Kim M. Spadaro | - | President |
| 2: Salvatore R. Spadaro | - | Secretary |
| 3: Kim M. Spadaro | - | Treasurer |

ARTICLE IX

REGSISTERD OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

9018 Verona Sound Way Dr. Orlando, Fl 32829

and the name of its initial registered agent at such address is:

Salvatore R. Spadaro

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Salvatore R. Spadaro

9018 Verona Sound Way Dr.

Orlando, Fl 32829

IN WITNESS WHEREOF, the Incorporator had hereunto set his hand on March 8, 2006.

INCORPORATOR:
SALVATORE R. SPADARO

By: _____

Salvatore R. Spadaro, as Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
Of
Spadaro Fitness Inc.

Salvatore R. Spadaro hereby consents to serve as Registered Agent in the State of Florida for Spadaro Fitness Inc. He understands that as agent for the corporation it will be the Agent's responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation, and immediately notify the office of the Secretary of State in the event of his resignation, or of any changes in the registered office address of the corporation for which he is Agent pursuant to F.S. 607.0501(3).

Dated: March 8, 2006

REGISTERED AGENT:
SALVATORE R SPADARO

BY _____

Salvatore R. Spadaro
9018 Verona Sound Way Dr.,
Orlando, Fl 32829

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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