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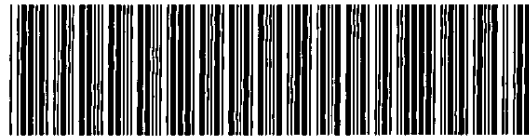
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B. McKnight JUN 21 2006

Borden R. Hallows

Attorney at Law

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June 10, 2006

Secretary of State
Corporate Division
State Capitol Building
Tallahassee, FL 32304

RE: SOCADA OF GREEN COVE SPRINGS, INC.
SOCADA OF MIDDLEBURG, INC.
SOCADA OF PALATKA, INC.

Dear Sir or Madam:

Enclosed herewith are the original and one (1) copy of each of the Articles of Incorporation with regard to the above named corporations. Please find enclosed our firm's check for the necessary fees for the filing of these documents.

Please provide a certified copy of each of the Articles of Incorporation to the undersigned.

Very truly yours,



Borden R. Hallows

BRH/csh
Enc.

ARTICLES OF INCORPORATION
OF
SOCADA OF GREEN COVE SPRINGS, INC.
A Florida Profit Corporation

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(Pursuant to Chapter 607 and/or 621, Florida Statutes)

The undersigned person has signed this document for the purpose of forming a corporation under the laws of Florida and adopts the following Articles of Incorporation.

1. **Name.**

The name of this corporation is **SOCADA OF GREEN COVE SPRINGS, INC.**

2. **Purpose and Powers.**

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

This corporation shall have the broad general powers set forth in Chapter 607.0302, Florida Statutes, and the purpose for which this corporation is organized is:

the operation of a gym and fitness center

3. **Authorized Shares.**

The corporation shall have the authority to issue 100,000 shares of common stock. The par value of the stock is \$.01.

4. **Principal Office and Mailing Address of Corporation.**

The principal place of business and mailing address of the corporation shall be:

408 Walnut Street
Green Cove Springs, Florida 32043

Mailing Address:

408 Walnut Street
Green Cove Springs, Florida 32043

5. **Initial Officers/Directors.**

The initial Board of Directors shall consist of 1 person, who shall serve until the first annual meeting of the shareholders, and whose name and address is:

Steven Travali - President
408 Walnut Street
Green Cove Springs, Florida 32043

6. **Registered Agent.**

The name and Florida street address of the Registered Agent of the Corporation is:

Borden R. Hallowes, Esquire
157 Hampton Point Drive Suite 3
St. Augustine, Florida 32092

7. **Incorporator.**

The name and address of the incorporator is:


Steven Travali
408 Walnut Street
Green Cove Springs, Florida 32043

8. **Effective Date.**

These Articles are to be effective the date of filing unless otherwise specified below:

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation on:

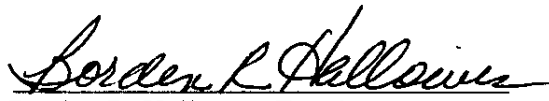
Date: 6/05/06


Steven Travali

ACCEPTANCE BY REGISTERED AGENT

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.

DATE: 6-12-06


Borden R. Hallowes, Esquire

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