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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : KOEPPPEL, GOTTLIEB, MESCHES, HERZFELD & RUBIN
Account Number : 104447002647
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FLORIDA PROFIT/NON PROFIT CORPORATION

Simply Fitness Management, Inc.

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ARTICLES OF INCORPORATION

OF

SIMPLY FITNESS MANAGEMENT, INC.

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be **SIMPLY FITNESS MANAGEMENT, INC.**

ARTICLE II - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

The authorized capital stock of the corporation shall be Two Hundred (200) shares, common stock with a One Dollar (\$1.00) per share par value.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - Principal Office and Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 525 South Flagler Drive, Suite 200, West Palm Beach, Florida 33401 and the name of the initial

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registered agent of this corporation at that address is Joel P. Koeppel. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - Initial Board of Directors

This corporation shall have an initial Board of Directors of two(2). The number of directors may be either increased or diminished from time to time, but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Joel P. Koeppel
Trump Plaza Office Center
525 South Flagler Drive, Suite 200
West Palm Beach, FL 33401

ARTICLE VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Joel P. Koeppel
Trump Plaza Office Center
525 South Flagler Drive, Suite 200
West Palm Beach, Florida 33401

ARTICLE VIII - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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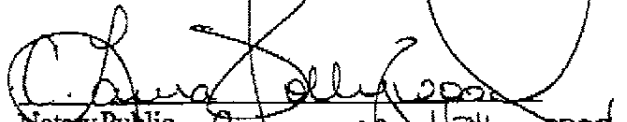
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IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 10th day
of August, 2006.


JOEL P. KOEPPPEL

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of August, 2006 by
JOEL P. KOEPPPEL, who is personally known to me and who did not take an oath.


Notary Public, C. Laura Hollywood
(Print Name)

My Commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

SIMPLY FITNESS MANAGEMENT, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **SIMPLY FITNESS MANAGEMENT, INC.** organized under the laws of the State of Florida with its principal office at the City of West Palm Beach, County of Palm Beach, State of Florida has named JOEL P. KOEPPPEL, who is located at Trump Plaza Office Center, 525 South Flagler Drive, Suite 200, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
JOEL P. KOEPPPEL

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