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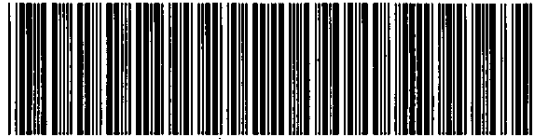
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

NOT INTENDED
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T. Burch NOV 29 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 624373 7104277

AUTHORIZATION :

COST LIMIT : \$ 78.75

Spud Deane

ORDER DATE : November 28, 2006

ORDER TIME : 10:31 AM

ORDER NO. : 624373-005

CUSTOMER NO: 7104277

DOMESTIC FILING

NAME: PREMIER RUNNING & FITNESS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 2933

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PREMIER RUNNING & FITNESS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation shall be:

PREMIER RUNNING & FITNESS, INC.

The address of the principal office of this corporation shall be 8336 Northwest 55th Court, Coral Springs, Florida 33067, and the mailing address of the corporation shall be the same.

ARTICLE II. - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. - REGISTERED AGENT

The street address of the office of the initial registered agent of the corporation shall be 2850 North Andrews Avenue, Fort Lauderdale, Florida 33311, and the name of the initial registered agent of the corporation at that address is J. David Huskey, Jr., Esquire.

ARTICLE V. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The names and addresses of the initial members of the Board of Directors is:

Gary Silver, President/Treasurer
Adrienne Silver, Vice-President/Secretary
PREMIER RUNNING & FITNESS, INC.
8336 Northwest 55th Court
Coral Springs, Florida 33067

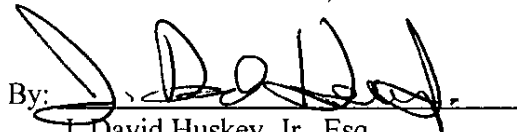
ARTICLE VII. - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

McGee & Huskey, P.A.
2850 North Andrews Avenue
Fort Lauderdale, Florida 33311

IN WITNESS WHEREOF, the undersigned agent of McGee & Huskey, P.A., has hereunto set his hand and seal of McGee & Huskey, P.A. on this 28th day of November, 2006.

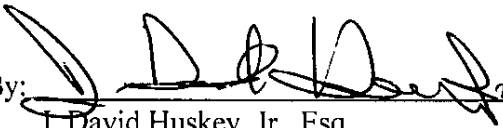
McGEE & HUSKEY, P.A.

By: 
J. David Huskey, Jr., Esq.

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

J. David Huskey, Jr., Esq., an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of *PREMIER RUNNING*

& *FITNESS, INC.*, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
J. David Huskey, Jr., Esq.