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Division of Corporations

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2006 DEC 15 A 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Thrive Fitness Holding, Inc.

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ARTICLES OF INCORPORATION
OF
THRIVE FITNESS HOLDING, INC.

FILED
2008 DEC 15 A 9:30
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF ORANGE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Thrive Fitness Holding, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 285 W. Central Parkway, Suite 1726, Orlando, Florida 32714, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (10,000) shares of common stock having a par value of \$0.001 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Dean Mead Services, LLC. The Board of Directors may from time to time designate a new registered agent.

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ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are: Alan H. Daniels, 800 N. Magnolia Avenue, Suite 1500, Orlando, Florida 32803.

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - DATE OF EXISTENCE

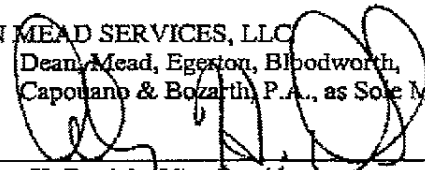
This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 15th day of December, 2006.



Alan H. Daniels, Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

DEAN MEAD SERVICES, LLC
By: 
Dean Mead, Egerton, Bloodworth,
Capotano & Bozarth, P.A., as Sole Member

By: 

Alan H. Daniels, Vice President

Date: December 15, 2006

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