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FLORIDA PROFIT/NON PROFIT CORPORATION

PROPEAK FITNESS, INC.

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**ARTICLES OF INCORPORATION
OF
PROPEAK FITNESS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is **PROPEAK FITNESS, INC.** (the "Corporation").

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 201 N. Franklin Street, Suite 2000, Tampa, FL 33602.

ARTICLE III

Shares

The Corporation shall have authority to issue 1,000,000 common shares with a par value of \$.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 201 N. Franklin Street, Suite 2000, Tampa, Florida 33602, and the name of the Corporation's initial registered agent at that address is James W. Goodwin, Esq.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

James W. Goodwin

Address

201 N. Franklin Street, Suite 2000
Tampa, Florida 33602

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ARTICLE VI
Board of Directors

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

A. L. Skip Glass, II

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

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ARTICLE VII
Officers

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

A. L. Skip Glass, II - President/Secretary/Treasurer

ARTICLE VIII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

The Corporation shall indemnify to the fullest extent permitted by law, whether currently existing or arising in the future, any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director or officer of any other enterprises at the request of the Corporation.

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Any repeal or modification of the foregoing paragraphs of this Article VI by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Dated this 29th day of December, 2006.


James W. Goodwin, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 29th day of December, 2006.


James W. Goodwin, Registered Agent