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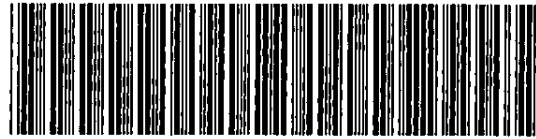
(Business Entity Name)

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FILED
07 MAR 15 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
3/14

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: B & G Fitness Centers, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Barry A. Roberts
Name (Printed or typed)

598 Cruz Bay Circle
Address

Winter Springs, FL 32708
City, State & Zip

321-231-0795
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FOR

B & G FITNESS CENTERS, INC.

FILED

07 MAR 15 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation will be
B & G FITNESS CENTERS, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida. While engaging in such activities or business, it may exercise all of the powers and privileges conferred by Chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The capital stock of the corporation will consist of 5,000 shares of common stock, par value of \$5.00 per share.

ARTICLE IV

The corporation will begin with capital of not less than \$100.00

ARTICLE V

The corporation is to have perpetual existence, beginning in accordance with law.

ARTICLE VI

The initial street address in Florida of the principal office of the corporation will be 1844 Longwood Lake Mary Road, Suite 1010, Longwood, FL 32750.

ARTICLE VII

The number of directors will be not less than one, the number of actually serve from time to time to be determined by the directors elected by the stockholders.

ARTICLE VIII

The name and addresses of the members of the first board of Directors and Officers who will hold office as provided by law are as follows:

<u>Name</u>	<u>Address</u>
Glenn Greene President	154 Mosswood Circle, Unit B Winter Springs, FL 32708
Barry Roberts Vice President	598 Cruz Bay Circle Winter Springs, FL 32708

ARTICLE IX

The name and street address of the persons signing these Articles of Incorporation as subscribed are Glenn Greene, 154 Mosswood Circle, Unit B, Winter Springs, FL 32708 and Barry Roberts, 598 Cruz Bay Circle, Winter Springs, FL 32708.

ARTICLE X

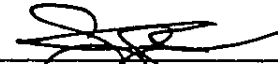
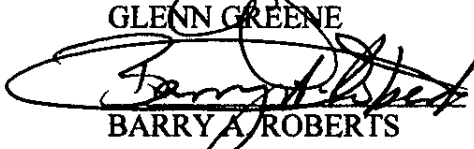
The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation.

- (a) No holder of stock of the corporation of any class shall have any preferential, preemptive, or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities, which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.
- (b) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or a director of directors, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in absence of fraud, shall be affected or invalidated by, the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person who may become a director of the corporation is hereby relieved from any liability which might otherwise exist from his contraction with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he/she is also a director of each subsidiary or controlled corporation

- (c) The corporation may restrict the transfer of it's share in any manner consistent with law and holders of shares of stock of this corporation may include in agreements among themselves, limitations upon the transfer or assignment of the shares of stock of this corporation, and this corporation may become a party to said agreements.
- (d) This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

IN WITNESS WHEREOF, the undersigned natural persons, are competent to contract, has subscribed these Articles of Incorporation, this 7 day of March, 2007.

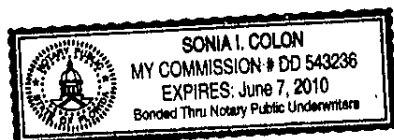

GLENN GREENE

BARRY A. ROBERTS

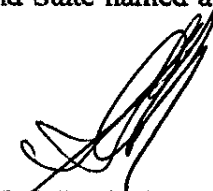
STATE OF: FLORIDA

COUNTY OF: Orange

I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgement, personally appeared Glenn Greene and Barry Roberts, known to be the person described in and who executed the forgoing Articles of Incorporation of B & G FITNESS CENTERS, INC.

WITNESS my hand and official seal of the County and State named above this 7 day of MARCH, 2007.




NOTARY PUBLIC:
STATE OF FLORIDA:

My commission expires:

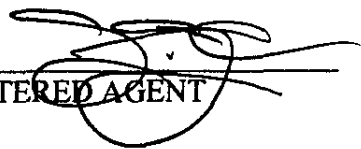
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STAT, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act.

That B & G FITNESS CENTERS, INC. desiring to organize under the laws of the State of Florida, with it's principal office, as indicated in the Articles of Incorporation at city of Longwood, County of Seminole, State of Florida, has named Glenn Greene, 154 Mosswood Circle, Unit B, Winter Springs, FL 32708 as agent to accept service of process within this state.

ACKNOWLEDGEMENTS:

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


REGISTERED AGENT

FILED
07 MAR 15 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA