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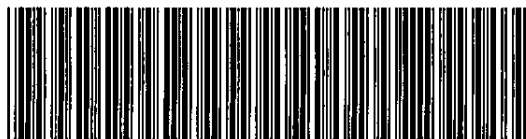
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 MAY 21 PM 3:30

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C.S. 5-21

BOSWELL & DUNLAP LLP

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Established 1900

May 14, 2007

P.O. Drawer 30
Bartow, Florida 33831

245 South Central Avenue
Bartow, Florida 33830
Phone: (863) 533-7117
Fax: (863) 533-7412

Sender's e-mail address:
kdm@bosdun.com

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Southside Fitness, Inc.


Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation of Southside Fitness, Inc., and my check in the amount of \$78.75 to cover the costs of filing the articles of incorporation for the above-reference corporation.

Thank you and if you have any questions, please do not hesitate contact my assistant Lanette, or myself.

Sincerely,

BOSWELL & DUNLAP, LLP



Keith D. Miller

KDM/lm
Enclosure

**ARTICLES OF INCORPORATION
OF**

SOUTHSIDE FITNESS, INC.

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2007 MAY 21 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is SOUTHSIDE FITNESS, INC.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1,000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V - IDEMNITY

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the

Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VII - FLORIDA CONTROL-SHARE ACQUISITION

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (Sections 607.0901 through 607.0903, Fla.Stat.) shall not be applicable to this Corporation.

ARTICLE VIII - ADDRESS OF PRINCIPAL OFFICE(S)

The principal office of this Corporation shall be 290 South Wilson Avenue, Bartow, Florida, 33830, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE IX - MAILING ADDRESS

The mailing address of this Corporation shall be 290 South Wilson Avenue, Bartow, Florida, 33830, but the Corporation shall

have the power to establish other mailing addresses at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE X - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE XI - ORIGINAL DIRECTORS

The names and addresses of the members of the first Board of Directors, are:

GLENN GIDDENS: 290 South Wilson Avenue
 Bartow, Florida 33830

ARTICLE XII - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

GLENN GIDDENS: 290 South Wilson Avenue
 Bartow, Florida 33830

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledges and files the foregoing Articles of Incorporation in the office of the Secretary of State, this 17th day of May 2007.


GLENN GIDDENS

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared GLENN GIDDENS, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known

to me or who has produced _____, as
identification and who did (did not) take an oath, and
acknowledged before me that they executed the same for the
purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and
State of Florida, this 17th day of May, 2007.

Lanette Muehler

Notary Public
My Commission Expires: _____



**CONSENT TO SERVE AS REGISTERED AGENT, CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant of Section 48.091, Fla.Stat., the following is submitted, in compliance with said Section:

SOUTHSIDE FITNESS, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of **BARTOW**, State of **FLORIDA**, has named, **KEITH D. MILLER, ESQUIRE, Boswell & Dunlap, LLP**, located at **245 South Central Avenue, Bartow, Florida, 33831** as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

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

Dated this May 17th, 2007.


REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 MAY 21 PM 3:30

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