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FLORIDA PROFIT/NON PROFIT CORPORATION

infinity fitness international, corp.

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ARTICLES OF INCORPORATION

OF

INFINITY FITNESS INTERNATIONAL, CORP

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INFINITY FITNESS INTERNATIONAL, CORP

SECRETARY OF SOAL STATES OF CORPORATE OF COR

ARTICLE IL 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 One Hundred (100) shares of common stock having a par value of \$1.00 per share. The corporation will begin business with One Hundred dollars (\$100.00).

ARTICLE IV. ADDRESS

The principal office and mailing address of the Corporation is.2500 Weston Road, Suite 318, Weston, Florida 33331.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 1528 Weston Road, Weston, Florida 33326 and the name of the initial registered agent of the corporation at the aforestated address is Michael J. Eisler, Esq..

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ARTICLE VI. TERM OF EXISTENCE

This Corporation shall commence upon filing these Articles with the Secretary of State and it shall exist perpetually.

ARTICLE VIL PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro rata share of any new stock issued by Corporation at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have more than one director and the number of directors may be increased from time to time as provided in the By-Laws, but shall never be less than one. The name and street address of the members of the Board of Directors are:

Marc Lowell: 2500 Weston Road, Suite 318, Weston, Florida 33331

ARTICLE IX. OFFICERS

The name and address of the officers of the corporation who shall hold office until successors are elected or appointed are:

President:

Marc Lowell, 2500 Weston Road, Suite 318, Weston, Florida 33331.

Vice President:

Marc Lowell

Secretary:

Marc Lowell

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ARTICLE X. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is:

Michael J. Eisler, Esq.

1528 Weston Road, Weston, Florida 33326

The undersigned has executed these Articles of Incorporation on this $\stackrel{\textstyle \sim}{=}$ day of May, 2007.

MICHAEL J. EISLER, ESQ

STATE OF FLORIDA

SS:

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this _____ day of May, 2007, by Michael J. Eisler, who is personally known to me.

MY COMMISSION F DD 288357
EXPIRES: November 12, 2007
Donord This Noticy Pages Underwriters

NOTARY PUBLIC State of Florida
My Commission Expires:

07 HAY 22 PH 12: 00

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That INFINITY FITNESS INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office, a indicated in the Articles of Incorporation at Weston, County of Broward, State of Florida, has named Michael J. Eisler, Esq., located at 1528 Weston Road, Weston, Florida 33326, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 of said Act relative to keeping open said office.

MICHAEL J. EISLER, ESQ.

RESIDENT/AGENT

JUNISION OF CORPORATION

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