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CORPORATE FITNESS WORKS, INC.

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
CORPORATE FITNESS WORKS, INC.**

CORPORATE FITNESS WORKS (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles") which accurately restate and integrate the Articles of Incorporation filed on June 6, 2007, and all amendments thereto.

II. The Restated Articles, including all amendments contained herein, were duly approved and adopted by unanimous written consent of the Corporation's Board of Directors and sole Shareholder dated October 20, 2018. The number of votes cast by the Shareholders was sufficient for approval.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

**ARTICLE I
NAME**

The name of the corporation is CORPORATE FITNESS WORKS. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1200 16th Street North, St. Petersburg, Florida 33705.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue one hundred (100) shares of common stock, One Cent (\$0.01) par value per share.

ARTICLE V
DIRECTORS

The names and addresses of those who are to serve as directors until the next annual meeting of the shareholder are:

Beth M. Vivio
1200 16th St N
St. Petersburg, FL 33705

ARTICLE VI
OFFICERS

The names, addresses, and titles of the following officers who shall serve until the next annual meeting of the shareholder are:

President:

Vice President, Secretary & Treasurer

Beth M. Vivio
1200 16th St N
St. Petersburg, FL 33705

Michael Vivio
1200 16th St N
St. Petersburg, FL 33705

ARTICLE VII
REGISTERED AGENT AND OFFICE

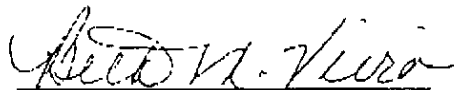
The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

Beth M. Vivio
1200 16th St N
St. Petersburg, FL 33705

ARTICLE VIII
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 20 day of October, 2018.

A handwritten signature in cursive script, appearing to read "Beth M. Vivio", written over a horizontal line.

Beth M. Vivio, President & Director