

**Electronic Articles of Incorporation
For**

P08000034341
FILED
April 03, 2008
Sec. Of State
bmcknight

USA - FITNESS DEPOT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

USA - FITNESS DEPOT, INC.

Article II

The principal place of business address:

62 W 49 STREET
HIALEAH, FL. 33012

The mailing address of the corporation is:

62 W 49 STREET
HIALEAH, FL. 33012

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

GEORGE L CASTILLO
62 W 49 STREET
HIALEAH, FL. 33012

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: GEORGE L. CASTILLO

Article VI

The name and address of the incorporator is:

GEORGE L. CASTILLO
62 W 49 STREET

HIALEAH, FL 33012

Incorporator Signature: GEORGE L. CASTILLO

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
GEORGE L CASTILLO
62 W 49 STREET
HIALEAH, FL. 33012

Article VIII

The effective date for this corporation shall be:

04/01/2008