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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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(Business Entity Name)

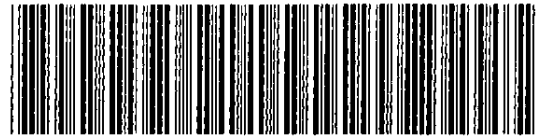
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

1 on 1 Fitness, Inc.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the corporation is **1 on 1 Fitness, Inc.** and its principal office and mailing address is: 7142 North West 16th Avenue, Miami, Fl 33147

SECOND: The period of its duration is perpetual.

THIRD: The purposes or purposes for which the corporation is organized are: to promote the physical fitness of the citizens of Dade County with special emphasis geared towards the youth and to engage in the transaction of any or all-lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares, which the corporation shall have authority to issue, is:

One Hundred (100) at One Dollar (\$1.00) par value.

FIFTH: The street address of the initial registered offices of the corporation is: 7142 North West 16th Avenue, Miami, Fl 33147, and the name of its initial registered agent at such address is Olrick Johnson Jr.

SIXTH: The number of Directors constituting the initial Board of Directors of the corporation is Five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

| | |
|--------------------|--|
| Olrick Johnson Jr. | 7142 North West 16 th Avenue Miami, Fl 33147 |
|--------------------|--|

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|--------------------|--|
| Olrick Johnson Sr. | 7142 North West 16 th Avenue Miami, Fl 33147 |
|--------------------|--|

| | |
|--------------|--|
| Lena Johnson | 7142 North West 16 th Avenue Miami, Fl 33147 |
|--------------|--|

| | |
|-------------|--|
| Ani Johnson | 7142 North West 16 th Avenue Miami, Fl 33147 |
|-------------|--|

/continued

(2)

Elizabeth Tejeda

1549 North East 110th Street
Miami, FL 33161

SEVENTH: The name and address of the incorporator is:

Olrick Johnson Jr.

7142 North West 16th Avenue
Miami, FL 33147

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated June 3, 2008


Olrick Johnson Jr.

STATE OF FLORIDA
COUNTY OF DADE

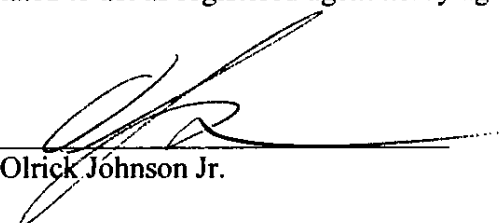
Olrick Johnson Jr. of **1 on 1 Fitness, Inc.** of the State of Florida the foregoing instrument before me this day of June 3, 2008



Cynthia K. Delancy
Commission # DD598505
Expires: SEP 24, 2010
BONDED THRU ATLANTIC BONDING CO., INC.


Notary Public

Olrick Johnson Jr. having been designated to act as registered agent hereby agrees to act in this capacity.


Olrick Johnson Jr.