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Oct 9 2008 1:49 PM John L. Tomlinson, CP, P 954-771-9336

Division of Corporations

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Florida Department of State
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SECRETARY OF STATE
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FLORIDA PROFIT/NON PROFIT CORPORATION

Baron Fitness, Inc.

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Articles of Incorporation

ARTICLE I - NAME

The name of this corporation is Baron Fitness, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing and street address of the initial principal office of this corporation is 8000 North Nob Hill Road, #304, Tamarac, FL 33321.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 NW 62nd Street, Ste 210, Fort Lauderdale, FL 33309 and the name of the initial registered agent of this corporation at this address is John L. Tomlinson.

Prepared by John L. Tomlinson, CPA, PA
500 NW 62nd Street, Ste 210
Fort Lauderdale, FL 33309

phone 954-771-9336

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time as provided in the by-laws. The names and addresses of the of the initial Board of Directors of this corporation are

Name

Alexandra Baron

Address

8000 North Nob Hill Road, #304
Tamarac, FL 33321

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is:

Name

John L. Tomlinson

Address

500 NW 62nd Street, Ste 210
Fort Lauderdale, FL 33309

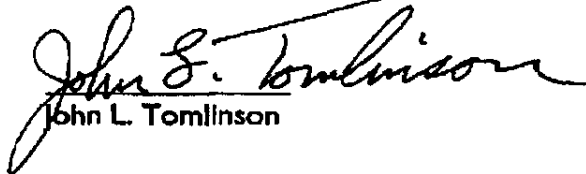
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by a majority vote of the stockholders at a meeting called therefore.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of October, 2008


John L. Tomlinson

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

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT **Baron Fitness, Inc.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF TAMARAC, STATE OF FLORIDA, HAS NAMED **John L. Tomlinson** 500
NW 62nd Street, Ste 210, Fort Lauderdale, FL 33309 AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


John L. TomlinsonTITLE IncorporatorDATE October 9, 2008

Having been named as registered agent and to accept service of process for the above
stated 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 of all the statues relating to the proper and complete
performance of my duties and I am familiar with and accept the obligations of my position
as registered agent

SIGNATURE


(Resident Agent)DATE October 9, 2008

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