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From:

Account Name : M. BURR KEIM COMPANY

Account Number : I19990000242

: (215)563-8113 Fax Number : (215) 977-9386

FLORIDA PROFIT/NON PROFIT CORPORATION

VERO BEACH ATHLETIC CLUB, INC.

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ARTICLES OF INCORPORATION
OF

2009 FEB 25 P 12: 26

VERO BEACH ATHLETIC CLUB, INC.

SECRETARY OF STATE TALLAHASSEE. FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

VERO BEACH ATHLETIC CLUB

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be: 1390 9th Place, Vero Beach, FL 32960

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares Without Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is;

Robert Del Vecchio 1390 9th Place Vero Beach, FL 32960

ARTICLE V INCORPORATOR

The name and street address of the incorporator to the Articles of Incorporation is:

Carol Iasimone 1390 9th Place Vero Beach, FL 32960

The undersigned has executed these Articles of Incorporation this 25th day of February, 2009

Carol Iasimone, Incorporator

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

VERO BEACH ATHLETIC CLUB, INC.

2. The name and address of the registered agent and office is:

Robert Del Vecchio 1390 9th Flace Vero Beach, FL 32960

Signature

Carol Iasimone

Title: Incorporator

Date: February 1, 2009

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 STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Date: February 21, 2009

MON FEB 25 P 12: 24
SECRETARY OF STATE
SECRETARY FLORID

(((H090000447923)))