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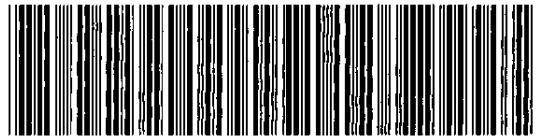
(Business Entity Name)

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FILED

2009 APR 28 PM 4:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 29 2009

March 18, 2009

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

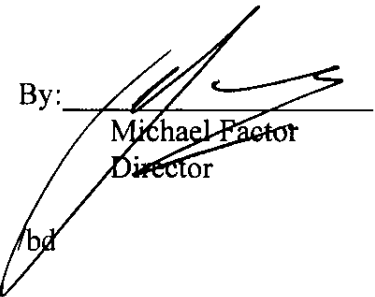
RE: Pool Fitness, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$78.75, for the filing fee, certified copy fee, registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the State of Florida, please do not hesitate to contact me.

Very truly yours,

By: 
Michael Factor
Director

bd

Enclosures

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**ARTICLES OF INCORPORATION
OF
POOL FITNESS, INC.**

2009 APR 28 PM 4:46

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this Corporation is Pool Fitness, Inc.; the mailing address is One Oakwood Boulevard, Suite 265, Hollywood, Florida 33020.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of any and all lawful business under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of stock, \$1 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is One Oakwood Boulevard, Suite 265, Hollywood, Florida 33020. The name of the initial Registered Agent of this Corporation is Michael Factor.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is One Oakwood Boulevard, Suite 265, Hollywood, Florida 33020. The name of the principal officer is Michael Factor.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Michael Factor
One Oakwood Boulevard, Suite 265
Hollywood, Florida 33020

ARTICLE VIII - INCORPORATION

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

Michael Factor
One Oakwood Boulevard, Suite 265
Hollywood, Florida 33020

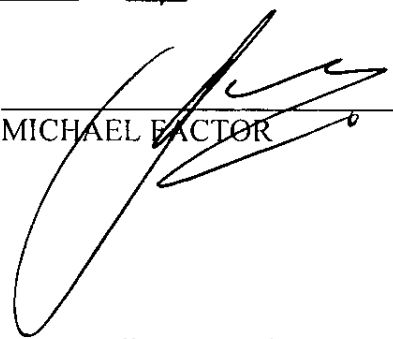
ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of APRIL, 20 09.



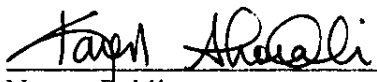
MICHAEL FACTOR

STATE OF FLORIDA

COUNTY OF Broward

Before me, the undersigned authority, personally appeared MICHAEL FACTOR to me well known and known to me to be the person described in and who acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of April, 20 09.



Notary Public

My Commission Expires:

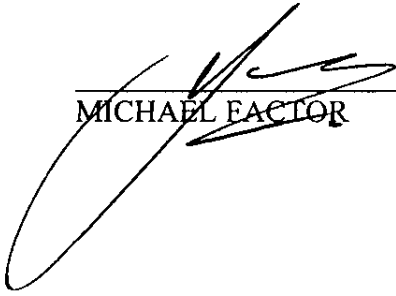


KAREN SHOVALI
MY COMMISSION # DD 637820
EXPIRES: March 21, 2011
Bonded Thru Budget Notary Services

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of April, 2009.


MICHAEL FACTOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA