

**Electronic Articles of Incorporation
For**

P09000044194
FILED
May 19, 2009
Sec. Of State
tburch

CHANGE FOR LIFE FITNESS 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:

CHANGE FOR LIFE FITNESS INC

Article II

The principal place of business address:

310 KENDALL DRIVE
WINTER HAVEN, FL. 33884

The mailing address of the corporation is:

P. O. BOX 2742
WINTER HAVEN, FL. 33883

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:

1000

Article V

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

BRYAN K BAILEY
310 KENDALL DRIVE
WINTER HAVEN, FL. 33884

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

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Registered Agent Signature: BRYAN K. BAILEY

Article VI

The name and address of the incorporator is:

BRYAN K. BAILEY
310 KENDALL DRIVE

WINTER HAVEN, FL 33884

Incorporator Signature: BRYAN K. BAILEY

Article VII

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

Title: P
BRYAN K BAILEY
310 KENDALL DRIVE
WINTER HAVEN, FL. 33884

Title: SEC
BRYAN K BAILEY
310 KENDALL DRIVE
WINTER HAVEN, FL. 33884

Article VIII

The effective date for this corporation shall be:

05/19/2009