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VH

*Frances Casey Lowe, P.A.
3042 Crawfordville Highway
Crawfordville, Florida 32327
Phone (850) 926-8245 Fax (850) 926-2396*

*September 28, 2009
VIA Hand Delivery*

*Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301*

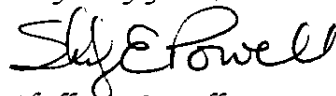
RE: BarJohn Fitness, Inc.

To Whom It May Concern:

Enclosed please find the following documents:

- One original Articles of Incorporation for filing; and*
- One copy of the Articles of Incorporation for a certified copy;*

I have attached check number 4224 in the amount of \$78.75 for the filing fee and expense of one certified copy fee. If you have any questions regarding this matter, please feel free to contact me at 926-8245.

*Very truly yours,

Shelly E. Powell*

Enclosures

ARTICLES OF INCORPORATION
OF
BARJOHN FITNESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of Florida these articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

ARTICLE I
Name

The name of this corporation shall be BARJOHN FITNESS, INC., (this "Corporation").

ARTICLE II
Term of Existence and Fiscal Year

This Corporation shall begin existence on the date of filing of these articles with the Secretary of State of the state of Florida, and shall have perpetual existence thereafter. This Corporation shall have a fiscal year beginning January 1st of each year.

ARTICLE III
Nature of Business

The general nature of the business to be transacted by this Corporation shall be lawful in all respects, and the objects and purposes thereof, shall include but not be limited to operating a fitness center and any other legal business operations under the laws of the State of Florida.

ARTICLE IV
Powers

This Corporation shall have all powers conferred by the laws of the State of Florida on corporations.

ARTICLE V
Capital Stock

This Corporation is authorized to issue two thousand (2000) shares of common voting stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for this Corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI
Shareholders' Rights

(a) Each share of stock in this Corporation shall entitle the holder thereof to one vote at any meeting of the Corporation's shareholders.

(b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this Corporation.

(c) No holder of any class of stock of this Corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of this Corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of this Corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration, as far as may be permitted by law, and to any person or persons who are qualified to be shareholders as the board of directors may determine.

ARTICLE VII
Initial Registered Office and Agent

The name and street address of the initial registered agent of this Corporation is Frances Casey Lowe, Frances Casey Lowe, P.A., 3042 Crawfordville Highway, Crawfordville, Florida 32327.

ARTICLE VIII
Principal Place of Business

The principal place of business of this Corporation shall be located at 98 Sand Pine Trail, Crawfordville, Florida 32327 with any other place of business as may be determined and fixed by the board of directors from time to time. The mailing address of this Corporation will be the same as the principal place of business.

ARTICLE IX
Directors

(a) This Corporation shall initially have four (4) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that this Corporation shall always have at least one director. The shareholders of this Corporation may remove any director from office at any time with or without cause. The following persons have been appointed to the board of directors of this Corporation to serve until the next annual meeting of the shareholders of this Corporation and thereafter until his or her respective successor is duly appointed or until his or her earlier resignation or removal:

<u>Name</u>	<u>Directors</u>
Russell Barbarino	Director
Jennifer Barbarino	Director
Marion D. Johnson	Director
Deborah Johnson	Director

(b) The following persons have been appointed to the office of this Corporation opposite his or her name, to serve until the first annual meeting of the board of directors of this Corporation and thereafter until his or her respective successor is duly elected and qualified or until his or her earlier resignation or removal:

<u>Name</u>	<u>Office</u>
Russell Barbarino	President
Marion D. Johnson	Vice President
Deborah Johnson	Secretary
Jennifer Barbarino	Treasurer

ARTICLE X
Transactions With Corporations

No contract or other transaction between this Corporation and any other corporation, and no other contract or transaction of this Corporation, shall in any way be affected or invalidated by the fact that any director or officer of this Corporation has a pecuniary or other interest in any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this Corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this Corporation which shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

ARTICLE XI
Bylaws

(a) The power to adopt bylaws for this Corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the board of directors of this Corporation.

(b) The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of the laws of the State of Florida or of the United States.

ARTICLE XII
Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stockholders of this Corporation, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XIII
Incorporators

The name and post office address of the incorporator of this Corporation is Frances Casey Lowe, Frances Casey Lowe, P.A., and P.O. Box 306, Crawfordville, Florida 32326.

ARTICLE XIV
Indemnification

This Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on September 28, 2009.

Frances C Lowe L.S.
Frances Casey Lowe
Frances Casey Lowe, P.A.
3042 Crawfordville Highway
Crawfordville, FL 32327

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

UNDER THE PROVISIONS OF F.S. 607.0501, 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: BarJohn Fitness, Inc.
2. The name and address of the registered agent and office is:

Frances Casey Lowe
Frances Casey Lowe, P.A.
3042 Crawfordville Highway
Crawfordville, Florida 32327

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby 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 obligations of my position as registered agent.

Dated: September 28, 2009.

By Frances C Lowe
Name: Frances Casey Lowe, Registered Agent

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TALLAHASSEE, FLORIDA