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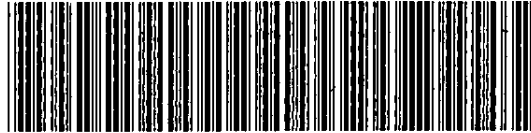
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers OCT 06 2009

MERCER LAW, P.A.
A T T O R N E Y S

MATTHEW G. MERCER
MICHAEL J. PELKOWSKI

2804 N. FIFTH STREET, SUITE 102
ST. AUGUSTINE, FL 32084

WWW.MERCER-LAW.COM

TEL (904) 824-4949
FAX (904) 824-4338

October 1, 2009

VIA FED-EX

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Filing of Articles of Incorporation of Flexx Fitness, Inc.


Dear Distinguished Secretary of State:

Enclosed is an original and one copy of the Articles of Incorporation of the above company together with a check for \$70 as the filing fee.

Please kindly return a date-stamped copy of the Articles in the enclosed SASE.

Your cooperation is appreciated.

Very truly yours,


Matthew G. Mercer

Enclosures: *Original* Articles of Incorporation of Flexx Fitness, Inc.
One *copy* of Articles of Incorporation of Flexx Fitness, Inc.
Check No.: 4612
SASE

cc: Client (w/o encl.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

* * * * *

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the 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 is: Flexx Fitness, Inc.

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 a perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1 of each year.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of the corporation shall be located at: 1711 Broad Water Court, Fleming Island, FL 32003 with any other place of business as may be determined and fixed by the board of directors from time to time.

ARTICLE IV. PURPOSE

The corporation shall have perpetual existence for any lawful purpose.

ARTICLE V. SHARES OF STOCK

The authorized stock of the corporation shall be 100 shares of common stock without par value, with additional shares that may be issued from time to time only upon a majority vote of the shares then issued and outstanding at a duly noticed meeting of the shareholders. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

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TALLAHASSEE, FLORIDA

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ARTICLE VI. DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders provided that the corporation shall always have at least one director. The shareholders may remove any director from office at any time with or without cause. The initial director of the corporation is:

David Luce, 1711 Broad Water Court, Fleming Island, FL 32003.

ARTICLE VII. OFFICERS

The names and post office addresses of the officers of the corporation, who, subject to the provisions of the bylaws and the laws of the state of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are as follows:

| <u>Office</u> | <u>Name and Post Office Address</u> |
|---------------|---|
| President | David Luce, 1711 Broad Water Court, Fleming Island, FL 32003. |
| Secretary | David Luce, 1711 Broad Water Court, Fleming Island, FL 32003. |
| Treasurer | David Luce, 1711 Broad Water Court, Fleming Island, FL 32003. |

ARTICLE VIII. SUBSCRIBERS

The names and post office addresses of the subscribers to the capital stock of this corporation and the number of shares each agrees to take, are as follows:

| <u>Name and Post Office Address</u> | <u>Number of Shares</u> |
|--|-------------------------|
| David Luce, 1711 Broad Water Court, Fleming Island, FL 32003 | 100 |

ARTICLE IX. 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 the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of the state of Florida or of the United States.

ARTICLE X. REGISTERED AGENT

The street address and name of the initial registered agent is: The Mercer Law Office, A Professional Association d/b/a Mercer Law, P.A., 2804 N. 5th Street, Suite 102, St. Augustine, FL 32084.

ARTICLE XI. INCORPORATOR

The name and address of the incorporator subscribing these Articles of Incorporation is:
David Luce, 1711 Broad Water Court, Fleming Island, FL 32003.

ARTICLE XII. RESTRAINT ON ALIENATION

The shareholders of the corporation shall have the power to include in the bylaws any regulatory or restrictive provisions whatsoever regarding the proposed sale, transfer, pledging, or other disposition of any of the outstanding stock of the corporation by any of its shareholders.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

IN WITNESS WHEREOF, the Incorporator has hereto set his or her hand and seal this
2nd day of October, 2009.

Signed, sealed and delivered

in the presence of:

x 


By: Matthew G. Mercer

[Print name of 1st witness]

x Michael Pelkowski

By: Michael Pelkowski

[Print name of 2nd witness]

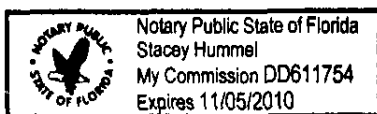
x 
David Luce, Incorporator

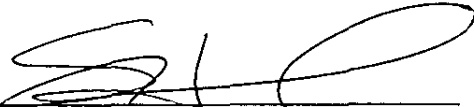
STATE OF FLORIDA }
 } SS
COUNTY OF ST. JOHNS }

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 2nd day of October 2009, by David Luce, the Incorporator of FLEXX FITNESS, INC., on behalf of the corporation.

(Notary Seal)

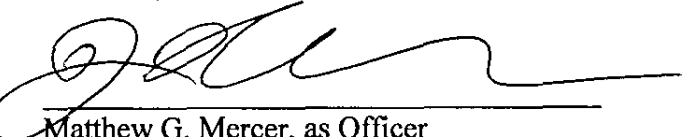



(Print Name) STACEY E. HUMMEL
NOTARY PUBLIC
State of Florida
Commission # DD611754
My Commission Expires: 11/05/2010
Personally Known _____
or Produced I.D. DL L200-1101-63-0099-0
[check one of the above]
Type of Identification Produced
FLORIDA DRIVER'S LICENSE

Date: October 2, 2009

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

THE MERCER LAW OFFICE,
A PROFESSIONAL ASSOCIATION D/B/A
MERCER LAW, P.A.

By: 
Matthew G. Mercer, as Officer
Registered Agent

Date: October 2, 2009